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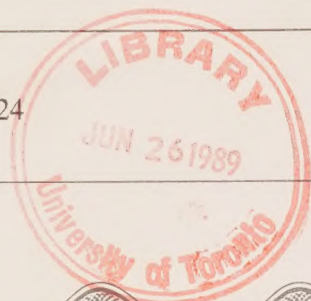
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June 16, 1989
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The Ontario Securities Commission

OSC Bulletin

June 16, 1989

Volume 12, Issue 24

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The Ontario Securities Commission Administers the
Securities Act of Ontario (R.S.O. 1989, c. 466, as amended) and the
Commodity Futures Act of Ontario (R.S.O. 1989, c. 78, as amended)

The Ontario Securities Commission

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Ontario Securities Commission

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Chapter 1

Notices / Press Releases

1.1 NOTICES

1.1.1 Current Proceedings Before the Ontario Securities Commission

JUNE 16, 1989

CURRENT PROCEEDINGS

BEFORE

ONTARIO SECURITIES COMMISSION

Unless otherwise indicated in the date column, all hearings will take place at the following location:

The Harry S. Bray Hearing Room
Ontario Securities Commission
Cadillac Fairview Tower
Suite 1800, Box 55
20 Queen Street West
Toronto, Ontario
M5H 3S8

Telephone: 597-0681

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Alfred T. Holland, CA	-- ATH
William D. Moull	-- WDM
Timothy E. Reid	-- TER
Malcolm A. Taschereau	-- MAT
Paul L. Waitzer	-- PLW
Seymour L. Wigle, FCA	-- SLW

SCHEDULED OSC HEARINGS

June 23/89
9:15 a.m.

**Comaplex Resources International Ltd. /
Schaffhauser Kantonalbank / Montenero
International Company / Sanlos Trading
Inc. / Ulrich Chmiel**

s.123

Mr. N. Campbell, Ms. S. Epplett and Ms.
N. Ross in attendance for staff

Panel: SMB/CS/PLW

July 18/89
10:00 a.m.

**Gregory McGroarty, Gordon Cooper,
Robert LePage, Eugene McBurney,
Gerald Baxter and Lewis Taylor**

s.124

Ms S. Blake in attendance for staff.

Panel: CS/PLW/SLW/MAT/WDM
*peremptory date to be fixed to begin
s.124 proceeding

Adjourned
(date to be
announced)

**Michael Joseph Biscotti, Francesco
Antonio Costantini and David Orton**

s.26/s.124

Messrs. J. Groia, D. Moore and L. Fuerst
in attendance for staff.

Panel: (to be announced)

Adjourned
(date to be
announced)

Nadir Shahbaz Zulqernain

s.26

Mr. J. Douglas in attendance for staff.

Panel: CS/MAT/SLW

Adjourned
sine die to be
brought back
by either party
on 7 days
notice

**Permanent Acceptance Corporation
Limited**

s.123

Ms. S. Blake in attendance for staff.

Panel: CS/JWB/PLW

Adjourned
sine die to be
brought back
on 5 days
notice

**American Diversified Realty Fund,
American Diversified Realty Fund
Limited Partnership, American
Diversified Realty Inc., Overseas Credit
and Guaranty Corporation, OCGC
Financial Holdings Ltd., Overseas Credit
and Guaranty (Alberta) Corporation, and
Baron Securities Inc.**

s.123

Mr. J. Douglas in attendance for staff.

Panel: (to be announced)

Adjourned
(in abeyance
before the
OSC)

**Asbestos Corporation Limited, Societe
Nationale De L'Amiante & Sa Majeste Du
Chef du Quebec**

s.122(1)/S.124

Messrs. F. Allen, J. Groia and Ms. Nancy
Ross in attendance for staff.

Panel: (to be announced)

Adjourned
sine die to be
brought back
on 2 days
notice

Chesnutt, P. Anthony

s.124

Mr. T. Lockwood in attendance for staff.

Panel: (to be announced)

Reference:

Julie-Luce B. Farrell
Secretary to the
Ontario Securities Commission
(416) 593-8212

Adjourned
sine die to be
brought back
on 5 days
notice

Silver Bar Mines Limited

s.123 (from November 20, 1987)

Ms. S. Blake in attendance for staff.

Panel: JWB/PLW

Adjourned
sine die to be
brought back
on 5 days
notice, not
later than the
15th day
following the
giving of such
notice

**Pronto Explorations Limited, Robert H.
Fasken, Donna Lynn Fasken, Joanne
Fasken, 426526 Ontario Limited, Chablis
Properties Limited, Dijon Investments
Limited, Grandad Resources Limited
and Hubland Investments Limited**

s.123(3)

Mr. D. McKay in attendance for staff.

Panel: SLW/MAT

Adjourned
sine die

S. B. McLaughlin

s.124

Mr. T. Lockwood in attendance for staff.

Panel: CS/MAT

1.2 NOTICE OF HEARINGS

1.2.1 COMAPLEX RESOURCES INTERNATIONAL LTD. AND SCHAFFHAUSER KANTONALBANK, MONTENERO INTERNATIONAL COMPANY, SANLOS TRADING INC. AND ULRICH CHMIEL - S. 123 - NOTICE OF HEARING

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
COMAPLEX RESOURCES INTERNATIONAL LTD.

AND

IN THE MATTER OF
SCHAFFHAUSER KANTONALBANK,
MONTENERO INTERNATIONAL COMPANY,
SANLOS TRADING INC. AND ULRICH CHMIEL

NOTICE OF HEARING (Section 123)

WHEREAS the Ontario Securities Commission (the "Commission") issued a Notice of Hearing (the "Notice of Hearing") dated the 2nd day of February, 1989 returnable on March 29, 1989 in the above-noted matter;

AND WHEREAS on March 7, 1989, the Commission considered an application by Schaffhauser Kantonbank (the "Bank") for, inter alia, a stay of any Commission hearing into the matters set forth in the Notice of Hearing pending final disposition of proceedings brought in the Supreme Court of Ontario by Comaplex Resources International Ltd. ("Comaplex") pursuant to section 100d of the Securities Act, R.S.O. 1980, c. 466, as amended;

AND WHEREAS in its Decision dated March 9, 1989, the Commission decided that the stay requested by the Bank be granted;

AND WHEREAS in its Reasons for Decision dated April 7, 1989 the Commission expressed its concern over the continuation of the cease trade order and invited Comaplex or any other interested party to bring the matter before the Commission for consideration;

TAKE NOTICE that the Commission will hold a hearing at its offices on the 18th Floor, 20 Queen Street West, Toronto, Ontario commencing on Friday, June 23, 1989 at 9:15 o'clock in the forenoon or so soon thereafter as the hearing can be held;

TO CONSIDER whether it is in the public interest that the cease trade order dated December 15, 1987 be revoked or varied;

AND TAKE NOTICE that any party to the proceedings may be represented by counsel of its choice at the hearing if it attends or submits evidence thereat;

AND TAKE NOTICE that upon the failure of any party to attend at the time and place aforesaid, the hearing may proceed in its absence and it is not entitled to any further notice in the proceedings;

June 12th, 1989.

"Julie-Luce B. Farrell"

1.3 PRESS RELEASES

1.3.1 CANADIAN OVER-THE-COUNTER AUTOMATED TRADING SYSTEM (COATS)

CANADIAN OVER-THE-COUNTER AUTOMATED TRADING SYSTEM (COATS)

MONTHLY STATISTICS

	<u>Total Volume</u>	<u>Total Value</u>	<u>Total Trades</u>
May	38,858,532	85,389,672	8,641
June	26,725,446	47,697,953	6,337
July	22,562,278	44,662,500	4,917
August	19,034,850	31,070,417	4,871
September	25,864,639	79,293,891	6,332
October	33,948,735	98,862,372	9,551
November	27,918,609	31,297,599	5,849
December	25,245,025	22,337,452	5,146
January	36,086,180	41,340,817	6,713
February	28,718,877	30,271,368	6,004
March	30,814,213	27,864,727	6,021
April	25,506,389	20,885,195	5,238
May	23,503,994	15,867,639	4,852

	<u>Average Daily Volume</u>	<u>Average Daily Value</u>	<u>Average No. of Trades Per Day</u>
May	1,850,406	4,066,175	411
June	1,214,793	2,168,089	288
July	1,128,114	2,233,125	246
August	865,220	1,412,292	221
September	1,175,665	3,604,268	288
October	1,697,437	4,943,119	478
November	1,269,028	1,422,618	266
December	1,202,144	1,063,688	245
January	1,718,390	1,968,610	320
February	1,435,944	1,513,568	300
March	1,400,646	1,266,579	274
April	1,275,319	1,044,260	262
May	1,068,363	721,256	221

Reference: Tom Petroff
Assistant Deputy Director,
Market Surveillance
(416) 593-8340

1.3.2 CONVICTION OBTAINED FOR VIOLATIONS OF EARLY WARNING REPORTING AND TAKE-OVER BID RULES: ROBERT H. FASKEN FINED \$15,000 - PRESS RELEASE

June 13, 1989

RE: CONVICTION OBTAINED FOR VIOLATIONS OF EARLY
WARNING REPORTING AND TAKE-OVER BID RULES:
ROBERT H. FASKEN FINED \$15,000

On June 6, 1989, Robert H. Fasken, of Toronto, pleaded and was found guilty in Provincial Court on nine counts of violating the early warning reporting requirements and various take-over bid provisions of Part XIX of the Securities Act (the "Act"). Mr. Fasken was fined a total of \$15,000 for these offences.

In October of 1987, Mr. Fasken, in concert with a group of individuals and companies, acquired more than 10% of the outstanding common shares of Pronto Explorations Limited ("Pronto") through transactions on The Toronto Stock Exchange. This group continued to acquire common shares of Pronto and eventually owned approximately 40% of the outstanding common shares. This activity constituted a take-over bid as defined by the Act and thus required compliance with Part XIX. In June of 1988, the Ontario Securities Commission (the "Commission") issued a Cease Trade Order with respect to the trading activity of Robert H. Fasken and his associates regarding common shares of Pronto. This Cease Trade Order was revoked by the Commission upon the entry of the guilty pleas.

The offences and fines in this case were as follows:

1. failing to issue and file with the Commission a press release upon the accumulation of 10% of a class of securities of a reporting issuer contrary to section 100(1)(a) of the Act - \$2,000;
2. failing to file with the Commission a report of the accumulation of more than 10% of a class of securities of a reporting issuer contrary to section 100(1)(b) of the Act - \$1,000;
3. failing to issue and file with the Commission a press release announcing the acquisition of a further 2% of a class of securities of a reporting issuer contrary to section 100(2) (a) of the Act - \$2,000;
4. failing to file with the Commission a report concerning the acquisition of an additional 2% of a class of securities of a reporting issuer contrary to section 100(2)(b) of the Act - \$1,000;
5. continuing to acquire securities of a reporting issuer without having filed the necessary press releases and reports with the Commission contrary to section 100(3) of the Act - \$1,000;
6. failing to comply with the rules concerning the form and content of take-over bids contrary to section 94 of the Act - \$2,000;

7. failing to offer identical consideration to all the holders of a class of securities subject to a take-over bid contrary to section 96(1) of the Act - \$2,000;
8. failing to deliver a take-over bid circular to the holders of the securities of a reporting issuer subject to a take-over bid contrary to section 97(1) of the Act - \$2,000;
9. failing to file with the Commission and to deliver to the principal office of a reporting issuer subject to a take-over bid the take-over bid contrary to section 99(1) of the Act - \$2,000.

This case represents the first successful prosecution for a violation of the take-over bid provisions of the Act adopted in 1987. However, these proceedings were brought under the former penalty provisions of the Act and were therefore subject to a maximum fine of \$2,000 per count. The maximum fine for these violations is now \$1,000,000 per count. This prosecution is indicative of the Commission's stated intention to prosecute violations of the take-over bid provisions in appropriate circumstances.

Reference: J. Douglas MacKay
Senior Investigation Counsel
(416) 593-8300

Decisions, Orders and Rulings

2.1 ORDERS

2.1.1 CLEARWATER LIMITED PARTNERSHIP, CLEARWATER MANAGEMENT SERVICES LIMITED AND CLEARWATER FINE FOODS LIMITED - CL. 100C(2)(C).

Headnote

Limited partnership with no board of directors - business and affairs of partnership conducted by the general partner - partnership subject of take-over bid by parent of general partner - terms of take-over bid disclosed in prospectus under which units were issued - take-over bid made pursuant to unit purchase agreement entered into at the time units were purchased - general partner granted exemption from section 98 requirement that directors' circular be delivered to all offeree unit-holders subject to the condition that relevant Form 34 disclosure be included in offeror's take-over bid circular.

Statutes Cited

Securities Act R.S.O. 1980, c. 466 as amended, ss. 98, 100c(2)(c), Regulation under Securities Act, R.R.O. 1980, Reg. 910 as amended, Form 34.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
CLEARWATER LIMITED PARTNERSHIP,
CLEARWATER MANAGEMENT SERVICES LIMITED AND
CLEARWATER FINE FOODS LIMITED

ORDER

(Clause 100c(2)(c))

UPON the application of Clearwater Fine Foods Inc. (the "Applicant") to the Ontario Securities Commission (the "Commission") for an order pursuant to clause 100c(2)(c) of the Securities Act, R.S.O. 1980, c. 466 as amended (the "Act") exempting the applicant's wholly-owned subsidiary Clearwater Management Services Limited ("CMSL") and Clearwater Limited Partnership (the "Partnership") from the requirements of section 98 of the Act in respect of the Applicant's proposed offer (the "Offer") to purchase for cash all of the limited partnership units (the "Units") in the Partnership;

AND UPON reading the application and the recommendation of staff of the Commission;

AND UPON it being represented by the Applicant to the Commission that:

1. the Applicant is a corporation incorporated under the laws of Nova Scotia, is a private company and is not a reporting issuer under the Act;
2. the Partnership is a limited partnership formed under the laws of Nova Scotia and is a reporting issuer under the Act which is not on the list of defaulting reporting issuers maintained pursuant to subsection 71(9) of the Act;
3. CMSL is a corporation incorporated under the laws of Nova Scotia, is a private company and is not a reporting issuer under the Act;
4. CMSL is a wholly-owned subsidiary of the Applicant and is the general partner of the Partnership;
5. the Partnership issued 7,500 Units pursuant to a prospectus dated September 30, 1986, and 63% of the outstanding Units are owned by unitholders resident in Ontario;
6. the Offer is being made pursuant to a Unit Purchase Agreement dated September 18, 1986 (the "Agreement") between the Applicant and CMSL as agent and duly appointed attorney for each owner of Units whereby the Applicant agreed to make a cash offer in April 1989, April 1991 and April 1993 for all of the issued and outstanding Units at a price equal to the then fair market value as determined by Clearwater;
7. the Offer will be accompanied by a summary of a formal valuation of the Units prepared in accordance with subsection 163(1) of the Regulation under the Act; and
8. the Partnership does not have a board of directors and its business and affairs are conducted and managed by CMSL;

AND UPON the Commission being of the opinion that it would not be prejudicial to the public interest to do so;

IT IS ORDERED pursuant to clause 100c(2)(c) of the Act that the Partnership and CMSL be and they are hereby exempted from the requirements of section 98 of the Act in respect of the Offer, provided that the Applicant's take-over bid circular to be delivered in connection with the Offer shall, in addition to the information required to be included therein by Part XIX of the Act and the Regulation made thereunder, contain the information required by items 1, 2, 3, 4, 5, 6, 9, 10 and 11 of Form 34 of the Regulation under the Act.

April 27th, 1989.

"S. M. Beck"

"A. T. Holland"

2.1.2 SIMBA OILS LTD. - S. 140

Headnote

Section 140 order - order to vary a cease trade order currently in effect against the securities of a reporting issuer for failure to make requisite statutory filings - order to permit a plan of arrangement to proceed involving the exchange of securities of the defaulting reporting issuer for securities of a reporting issuer not in default.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., s. 123 and 140.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
SIMBA OILS LTD.

ORDER
(Section 140)

UPON the application of Simba Oils Ltd. ("Simba") to the Ontario Securities Commission (the "Commission") for an order pursuant to section 140 of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act") to vary the cease trade order currently in effect against the securities of Simba (the "Cease Trade Order") for the purpose of carrying out the terms of a plan of arrangement (the "Arrangement") among Simba, Petromines Limited ("Petromines") and Petromines Acquisition Ltd. ("Acquisition");

AND UPON reading the application of Simba and the recommendation of staff of the Commission;

AND UPON it being represented to the Commission that:

1. Simba was incorporated on July 2, 1981 pursuant to the Companies Act (British Columbia) as Abaterra Energy Ltd.;
2. on September 17, 1987, the National Bank of Canada (the "Bank") appointed a receiver/manager over the business and affairs of Simba by instrument pursuant to the terms of a debenture held by the Bank. The receiver/manager managed the assets of Simba until its discharge on September 22, 1988. On September 22, 1988, Petromines acquired the debenture from the Bank and nominees of Petromines were appointed to the Board of Directors of Simba. By various resolutions of the Board of Directors, Simba has issued a number of common shares to Petromines in connection with the conversion of certain of Simba's debenture indebtedness;
3. Simba was continued into the Province of Alberta under the Business Corporations Act (Alberta) on March 9, 1989;
4. the authorized capital of Simba consists of an unlimited number of common shares, of which 9,577,755 are outstanding (5,203,100 of which are

held by Petromines), and an unlimited number of each of four classes of preferred shares, issuable in series, none of which are outstanding;

5. Simba became a reporting issuer in Ontario on September 7, 1984 when its common shares were listed and posted for trading on The Toronto Stock Exchange (the "TSE");
6. the common shares of Simba were delisted on the TSE on September 30, 1988;
7. on September 24, 1987, the Commission issued the Cease Trade Order as a result of Simba's failure to file financial information required by the Act;
8. similar orders were also issued against the securities of Simba by the British Columbia Securities Commission and the Alberta Securities Commission; however, on December 5, 1988, the cease trade order issued by the Alberta Securities Commission was revoked upon the filing of all requisite financial information;
9. concurrent with this application, steps are being taken to have the cease trade order which is in effect in British Columbia revoked by the British Columbia Securities Commission for the purpose of carrying out the Arrangement;
10. a brief description of the transactions contemplated by the Arrangement is as follows:
 - a. an application was made under section 186 of the Business Corporations Act (Alberta) for an order approving the Arrangement which will provide, among other things, that holders of common shares of Simba will receive one common share of Petromines for every thirty Simba common shares held;
 - b. an interim order (the "Interim Order") of the Court of Queen's Bench of Alberta, Judicial District of Calgary (the "Court"), has been obtained calling a meeting of the holders of common shares of Simba to approve the Arrangement. The Interim Order provides holders of common shares of Simba with the right to dissent and to be paid fair value for their shares in a manner similar to the rights that would arise on an amalgamation involving Simba. If a special resolution approving the Arrangement is passed by the holders of common shares of Simba, then a final application to approve the Arrangement will be made to the Court;
 - c. if the Arrangement is approved by the holders of common shares of Simba and the final order approving of the Arrangement is made, then, pursuant to the Arrangement, Acquisition and Simba will amalgamate (the "Amalgamation") and the amalgamated corporation (the "Amalgamated Corporation") will become a wholly-owned subsidiary of Petromines;

d. Simba's only long-term indebtedness is held by Petromines and, upon completion of the Amalgamation, such indebtedness will continue as indebtedness of the Amalgamated Corporation and any obligations of Simba to its other creditors will continue to be obligations of the Amalgamated Corporation;

11. Petromines is a reporting issuer for the purposes of the Act and is not on the list of defaulting reporting issuers maintained pursuant to subsection 71(9) of the Act;
12. the common shares of Petromines are listed and posted for trading on the Alberta Stock Exchange;
13. holders of common shares of Simba were mailed an information circular and proxy statement (the "Information Circular") in connection with the special meeting to be held for the purpose of approving the Arrangement, which Information Circular contained current financial information on Petromines and Simba in addition to a detailed summary of the Arrangement; and
14. in order that the exchange of common shares of Petromines for common shares of Simba to be made pursuant to the Arrangement does not violate the Cease Trade Order, an order varying the Cease Trade Order is required;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 140 of the Act that the Cease Trade Order be varied to permit the exchange of common shares of Simba for common shares of Petromines in accordance with the terms of the Arrangement and to permit the completion of the Amalgamation, all on the terms described above.

May 25th, 1989.

"Seymour L. Wigle"

"M. A. Taschereau"

2.1.3 SIMBA OILS LTD. - S. 140

Headnote

Section 140 order - order to vary a cease trade order currently in effect against the securities of a reporting issuer for failure to make requisite statutory filings - order to permit a plan of arrangement to proceed involving the exchange of securities of the defaulting reporting issuer for securities of a reporting issuer not in default.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., s. 123 and 140.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
SIMBA OILS LTD.

ORDER
(Section 140)

UPON the application of Simba Oils Ltd. ("Simba") to the Ontario Securities Commission (the "Commission") for an order pursuant to section 140 of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act") to vary the section 140 Order (the "Order") dated May 25, 1989 providing for the carrying out of the terms of a plan of arrangement among Simba, Petromines Limited ("Petromines") and Petromines Acquisition Ltd.;

AND UPON reading the recommendation of staff of the Commission;

AND UPON it being represented to the Commission by Simba that paragraph 10(a) of the Order should have provided for a share exchange ratio of one common share of Petromines for every twenty-five Simba common shares;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 140 of the Act that paragraph 10(a) of the Order be amended by deleting the word "thirty" contained therein and substituting the words "twenty-five" therefor.

June 7th, 1989.

"Charles Salter"

"M. A. Taschereau"

2.1.4 CHC HELICOPTER CORPORATION - CL. 117(2)(A)(II)

Headnote

Insiders exempted from reporting requirements with respect to the acquisition of securities through certain dividend, savings or option plans.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 117(2)(a)(ii), 102, 6.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
CHC HELICOPTER CORPORATION

ORDER

(Clause 117(2)(a)(ii))

UPON the application of CHC Helicopter Corporation (the "Issuer"), a corporation incorporated under the laws of Canada, to the Ontario Securities Commission (the "Commission") pursuant to clause 117(2)(a)(ii) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act");

AND UPON the Commission having assigned to me, pursuant to section 6 of the Act, the power to make an Order under clause 117(2)(a) of the Act;

AND UPON being satisfied in the circumstances of this particular case that there is adequate justification for so doing and the conditions herein seeming just and expedient;

IT IS ORDERED pursuant to clause 117(2)(a)(ii) of the Act that the insiders of the Issuer are exempted from the reporting requirements of section 102 of the Act with respect to the acquisition of securities of the Issuer through its 1987 Employee Share Purchase Plan (the "Plan") provided that:

1. Each insider files by January 10th of each year a report in the form prescribed by section 102 of the Act disclosing any increase not previously reported in the holdings of such insider of securities acquired through the Plan during the twelve month period ending the preceding December 31st; and
2. If any insider should dispose of securities acquired through the Plan prior to reporting the acquisition thereof, such insider shall file a report in accordance with section 102 of the Act disclosing therein both the acquisition and disposition of such securities.

June 5th, 1989.

"L. E. Waters"

2.1.5 GO VACATIONS CAPITAL INC. - S. 208, REG.

Headnote

Registrant exempted from co-underwriting obligations contained in s. 199(1)(b) of the Regulation to the Securities Act.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am.

Regulations Cited

Regulation under Securities Act, R.R.O. 1980, Reg. 910, as am., ss. 199(1)(b), 208.

IN THE MATTER OF REGULATION 910
OF THE REVISED REGULATIONS OF ONTARIO, 1980
MADE UNDER THE SECURITIES ACT

AND

IN THE MATTER OF
GO VACATIONS CAPITAL INC.

ORDER

(Section 208 of the Regulations)

UPON the application of Go Vacations Capital Inc. ("Go Capital") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 208 of Regulation 910 of the Revised Regulations of Ontario, 1980 (the "Regulation") made under the Securities Act, R.S.O. 1980, c.466, as amended (the "Act") that the distribution by Go Capital of units of limited partnership interest in Go Vacations 1989-B Limited Partnership ("Partnership") is not subject to the requirements of paragraph 199(1)(b) of the Regulation;

AND UPON reading the application and recommendation of the staff of the Commission;

AND UPON the applicant having represented to the Commission that:

1. Go Capital is registered as a securities dealer under the Act;
2. Go Capital, as agent on behalf of the Partnership, is offering for sale in Ontario and certain other provinces of Canada units of limited partnership interest in the Partnership ("Units");
3. Go Capital is a wholly-owned subsidiary of Go Vacations Inc. Go Vacations Inc. is the sole shareholder of Go Vacations Canada Management Inc., the general partner of the Partnership;
4. The Partnership is both related and connected with respect to Go Capital; and

5. The proceeds raised from the sale of Units will be used to purchase recreational vehicles specified in the prospectus pursuant to which the Units are offered for sale;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED pursuant to section 208 of the Regulation that Go Capital be exempt from the requirements provided for in paragraph 199(1)(b) of the Regulation in connection with the distribution by it of the Units provided that Go Capital notify prospective investors, by letter or memorandum, in form and content satisfactory to the Director, of the relationships between Go Capital, Go Vacations Inc., Go Vacations Canada Management Inc. and the Partnership and such letter or memorandum accompanies the delivery of a prospectus to each prospective investor.

June 5th, 1989.

"Charles Salter"

"J. W. Blain"

2.1.6 CMP 1988 II RESOURCE PARTNERSHIP AND COMPANY, LIMITED AND ALL DYNAMIC FUNDS - XI LTD. - S. 109

Headnote

Order granted to permit mutual fund reporting issuer to acquire units of related mutual funds - Mutual fund to acquire flow-through shares of a limited partnership in exchange for mutual fund shares to be distributed to limited partners on dissolution of limited partnership - No duplication in sales charges or management fees will result from the investment in other mutual funds - Order requires investor fund to pass through continuous disclosure material of investee fund to its security holders where the investor fund invests more than 20% of its net assets in the investee fund - Order requires investor fund to vote the securities of an investee fund in accordance with the specific direction of its security holders where it has more than 50% of its net assets in the investee fund - Order contains a two-year sunset date.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 107, 107(2)(b), 109.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
CMP 1988 II RESOURCE PARTNERSHIP AND COMPANY,
LIMITED

AND

ALL DYNAMIC FUNDS - XI LTD.

ORDER
(Section 109)

UPON the application (the "Application") of All Dynamic Funds - XI Ltd. (the "Fund") to the Ontario Securities Commission (the "Commission") for an order, pursuant to section 109 of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act"), that clause 107(2)(b) of the Act shall not apply to investments by the Fund in mutual funds managed by Dynamic Funds Management Ltd. (the "Manager");

AND UPON reading the Application and the recommendation of the staff of the Commission;

AND UPON the Fund having represented to the Commission that:

1. the Fund is a corporation incorporated under the Canada Business Corporations Act with its registered office in Ontario;
2. the authorized capital of the Fund consists of one common share and an unlimited number of mutual fund shares, of which one common share is issued and outstanding and held by the Manager;

3. CMP 1988 II Resource Partnership and Company, Limited (the "Partnership") and the Fund each became reporting issuers under the Act on April 8, 1988 when the Director issued a receipt for a prospectus (the "Prospectus") dated April 5, 1988 offering limited partnership units of the Partnership;
4. the Partnership is a limited partnership organized under the laws of Quebec;
5. the general partner of the Partnership is CMP Funds-II Management Ltd., a corporation incorporated under the laws of Canada;
6. the Partnership was created for the purpose of acquiring shares of public mining companies or rights to acquire such shares ("Flow-Through Shares") which entitle the holder to certain income tax deductions under the Income Tax Act (Canada);
7. pursuant to an agreement dated March 30, 1988 made between the Fund and the Partnership, all of the assets of the Partnership, including the Flow-Through Shares, will, on or about August 31, 1989 (the "Rollover Date"), be exchanged for all of the then issued and outstanding mutual fund shares of the Fund (the "Exchange"), after which Exchange, the Partnership will be dissolved and its assets, after the payment of the Partnership's liabilities, consisting of mutual fund shares of the Fund, will be distributed to the limited partners of the Partnership;
8. the Manager has been retained by the Fund to serve as the manager of the Fund;
9. the Prospectus discloses that the Fund is restricted to holding and disposing of Flow-Through Shares acquired by the Partnership and investing the proceeds from such disposition and any cash on hand in high quality money market instruments, in interest bearing accounts of Canadian chartered banks and in open-ended mutual funds ("Underlying Funds") related to and managed by the Manager, provided that there is no duplication of management fees and sales charges resulting from investments made by the Fund in an Underlying Fund;
10. there are no redemption fees or other charges payable at the time of a redemption of mutual fund shares of the Fund;
11. the proposed investment by the Fund in an Underlying Fund may, in the absence of this order, contravene clause 107(2)(b) of the Act; and
12. each of the Partnership and the Fund is not in default of any requirement of the Act or the regulation made thereunder;
13. the matter of investment by mutual funds in other mutual funds is currently under review by staff of the Commission;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS ORDERED, pursuant to section 109 of the Act, that clause 107(2)(b) of the Act does not apply to the Fund investing its assets in the securities of an Underlying Fund, as described in paragraph 9 above, subject to the following terms and conditions:

- A. if the Fund invests more than 20% of its net assets in the securities of the Underlying Fund, the Fund shall send to the holders of its voting securities all continuous disclosure materials which the Underlying Fund is required under the Act to send to the holders of its voting securities within the time limits established thereunder for the delivery of such materials by the Underlying Fund to the holders of its voting securities;
- B. if the Fund invests more than 50% of its net assets in the Underlying Fund, the Fund shall vote the securities of the Underlying Fund in accordance with the specific direction of the holders of its voting securities;
- C. the Underlying Fund does not hold securities of other mutual funds;
- D. except for the Underlying Fund, the Fund does not, through its investment in the Underlying Fund, acquire a direct or indirect interest in any other person or company in which the Fund, alone or together with one or more related mutual funds, is a substantial security holder, where, for the purposes of this clause D, "related mutual fund" and "substantial security holder" shall have the same meaning as in section 107 of the Act; and
- E. the investment is made on or before the date two years after the Rollover Date.

June 7th, 1989.

"Charles Salter"

"J. W. Blain"

2.2 RULINGS

2.2.1 ENVIRONMENTAL SAFETY SYSTEMS, INC.
- SS. 73(1)

Headnote

Subsection 73(1) application - Exemption from registration requirement for distribution by applicant of rights to purchase common shares of subsidiary of applicant and for distribution of common shares of the subsidiary out of the holdings of the applicant upon the exercise of the rights and pursuant to a standby commitment by a principal shareholder of the applicant.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 24, 73(1).

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
ENVIRONMENTAL SAFETY SYSTEMS, INC.

RULING
(Subsection 73(1))

UPON the application (the "Application") of Environmental Safety Systems, Inc. (the "Applicant") to the Ontario Securities Commission (the "Commission") pursuant to subsection 73(1) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act") for a ruling exempting from the application of section 24 of the Act trades by the Applicant in rights ("Rights") to purchase common shares ("Common Shares") of Environmental Risk Holdings, Inc. ("Environmental Holdings") and in Common Shares (i) upon the exercise of Rights; (ii) pursuant to the additional subscription privilege granted by the Applicant to holders of Rights; or (iii) pursuant to a standby commitment by Environmental Risk Group, Inc. ("ERG") to purchase Common Shares held by the Applicant after the expiration of the Rights;

AND UPON the Applicant having represented to the Commission that:

1. the Applicant is a corporation formed under the laws of the State of Delaware;
2. the Applicant is a reporting issuer under the Act;
3. the common shares of the Applicant are listed on The Toronto Stock Exchange;
4. in December of 1987, the Applicant issued 9% Convertible Subordinated Debentures in an aggregate principal amount of \$1,500,000, which debentures are convertible into common shares of the Applicant ("Applicant Common Shares");
5. the Applicant is at present the beneficial and registered owner of the outstanding shares of Environmental Holdings;

6. the Applicant is at present the beneficial and registered owner of 100% of the outstanding shares of C B F Contractors, Inc. ("CBF") and approximately 93.5% of the outstanding shares of Environmental Risk Insurance Company, a Risk Retention Group ("ERIC");
7. in June and July of 1987, ERIC issued 8% Unsecured Subordinated Debentures in an aggregate principal amount of \$3,000,000, which debentures are exchangeable for Applicant Common Shares;
8. Environmental Holdings is a corporation formed under the laws of the State of Delaware;
9. Environmental Holdings is not a reporting issuer under the Act nor are its securities listed on any exchanges;
10. Mr. Paul K. Freeman, an officer, director and principal shareholder of the Applicant, is the beneficial and registered owner of 51% of the outstanding voting securities of ERG;
11. Mr. J. Martin Robinson, an officer, director and principal shareholder of the Applicant, is the beneficial and registered owner of 49% of the outstanding voting securities of ERG;
12. in connection with a corporate reorganization (the "Reorganization"), Environmental Holdings was formed to acquire from the Applicant the shares of ERIC and CBF held by the Applicant;
13. as part of the consideration for the acquisition by Environmental Holdings of the Applicant's shares of ERIC and CBF, Environmental Holdings will issue to the Applicant that number of Common Shares equal to the number of outstanding Applicant Common Shares on the record date (the "Record Date") established for the purpose of the distribution of the Rights plus the number of Applicant Common Shares issuable to holders of debentures ("Debentures") of the Applicant and ERIC ("Debenture Holders") upon the exercise of conversion rights or exchange privileges in connection with the Debentures;
14. pursuant to a prospectus (the "Prospectus"), the Applicant proposed to issue Rights to holders of Applicant Common Shares ("Applicant Shareholders") and, upon the execution of a release of certain rights, to Debenture Holders (the "Rights Offering"). The Rights entitle the holders ("Rights Holders") to purchase Common Shares at a price of \$0.05 (U.S.) per share. Each Applicant Shareholder will be entitled to one Right for each Applicant Common Share held on the Record Date. Each Debenture Holder will be entitled to one Right for each Applicant Common Share for or into which the Debentures he holds on the Record Date is exchangeable or convertible, as applicable;
15. in addition, the Applicant proposes to offer each Rights Holder who exercises all of his Rights the opportunity to purchase additional Common Shares, if any are available as a result of unexercised Rights (the "Additional Subscription Privilege");

16. pursuant to a standby agreement (the "Standby Agreement") dated April 12, 1989, ERG has agreed to purchase any and all Rights from Rights Holders who wish to dispose of their Rights during the exercise period at a price of \$0.05 (U.S.) per Right. ERG has also agreed to purchase all of the Common Shares held by the Applicant after the expiration of the Rights and Additional Subscription Privilege;
17. the Prospectus will distribute Common Shares by the Applicant (i) to Rights Holders upon the exercise of the Rights to be distributed pursuant to the Prospectus; (ii) pursuant to the Additional Subscription Privilege; and (iii) pursuant to the Standby Agreement (collectively, the "Secondary Distribution");
18. neither the Applicant nor Environmental Holdings will receive any proceeds as a result of the Rights Offering. The maximum gross proceeds that the Applicant will receive in connection with the Secondary Distribution is approximately \$188,888.95 (U.S.);

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED pursuant to subsection 73(1) of the Act that the following trades shall not be subject to section 24 of the Act:

- a. trades by the Applicant of Rights distributed pursuant to the Prospectus and pursuant to the Additional Subscription to the Prospectus;
- b. trades by the Applicant of Common Shares upon the exercise of the Rights distributed pursuant to the Prospectus and pursuant to the Additional Subscription Privilege described in the Prospectus; and
- c. trades by the Applicant to ERG of Common Shares pursuant to the Standby Agreement.

June 2nd, 1989.

"Charles Salter"

"W. D. Moull"

2.2.2 ELDERS IXL LIMITED, WICKLIFFE PTY. LTD. AND PETITIO LIMITED - SS. 73(1), CL. 79(B), CL. 87(2)(B), SCL. 117(2)(A)(II) & S. 140

Headnote

Exemption granted from requirements of sections 24 and 52 regarding exchange of Ordinary Shares for American Depositary Shares and vice versa.

Exemption granted regarding form of material change report.

Issuer seeking relief from Ontario requirements which differ from comparable requirements in its home jurisdiction, Australia - exemptions granted from need to file quarterly financial statements, from requirements governing form and content of semi-annual financial statements, from requirement to file semi-annual financial statements within 60 days provided financial statements are filed within 91 days.

Issuer Offering American Depositary Shares - exemption granted to issuer and Depositary from proxy solicitation requirements provided that all reports and communications made generally available to shareholders are made available to holders of American Depositary Shares with modifications necessary to reflect role of Depositary - consequential exemption from requirements governing form and content of information circular.

Exemption from certain insider reporting requirements.

Statute Cited

Securities Act, R.S.O. 1980, c. 466, as am., s. 24, 52, 78, 102, 104, and 140, ss. 73(1), 74(2) and 76(1), subparagraph 1(1)17(i) and 1(1)17(iii), clauses 79(b) and 87(2)(b), subclause 117(2)(a)(ii) and Part XVIII.

Regulation Cited

Regulation under Securities Act, R.R.O. 1980, Reg. 910, as am., ss. 1(4), clause 3(a), Part VIII and Form 27.

Policies Cited

National Policy Statement No. 41, Ontario Securities Commission Policy Statements No. 7.1 and 10.1.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
ELDERS IXL LIMITED,
WICKLIFFE PTY. LTD. AND PETITIO LIMITED

RULING AND ORDERS

(Subsection 73(1),
clause 79(b), clause 87(2)(b),
subclause 117(2)(a)(ii) and section 140)

UPON the application by Elders IXL Limited (the "Company"), a company incorporated under the laws of South Australia, to the Ontario Securities Commission (the "Commission") for (1) a ruling pursuant to subsection 73(1) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act") exempting certain trades from the provisions of sections 24 and 52 of the Act; (2) an order pursuant to section 140 of the Act revoking a ruling of the Commission dated April 29, 1988 in respect of ordinary shares of the Company issued under the Elders Employee Share Plan; (3) an order pursuant to clause 79(b) of the Act exempting the Company from certain financial reporting and material change reporting requirements; and (4) an order pursuant to clause 87(2)(b) of the Act exempting the Company from the proxy and proxy solicitation requirements of Part XVIII of the Act and Part VIII of Regulation 910 made under the Act (the "Regulation");

AND UPON the application by the Company, Wickliffe Pty. Ltd. ("Wickliffe"), and Petitio Limited ("Petitio") to the Commission for orders pursuant to subclause 117(2)(a)(ii) of the Act exempting certain of the insiders of the Company from the requirements of sections 102 and 104 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON the Company having represented to the Commission that:

1. the Company is a public company incorporated under the laws of South Australia on April 19, 1962 and together with its subsidiaries is engaged in five core businesses: brewing, resources, finance, agribusiness and investments in Australia, New Zealand, Asia, the United Kingdom, Canada and the United States;
2. the ordinary shares of the Company (the "Ordinary Shares") are listed on the London, Tokyo, New Zealand, Amsterdam, Frankfurt, Zurich, Basel, Geneva and Australian stock exchanges;
3. the Company is not a reporting issuer in Ontario;
4. on April 2, 1987, the Company entered into a deposit agreement (the "Deposit Agreement") with The Bank of New York (the "Depositary") pursuant to which holders of Ordinary Shares are permitted to exchange such shares for an American Depositary Receipt ("ADR") evidencing American Depositary Shares ("ADSs") which represent Ordinary Shares deposited with the Depositary;
5. ADSs issued through the facility are not listed on a U.S. stock exchange or NASDAQ; the ADSs trade over-the-counter in New York;
6. on February 28, 1989, the Company and the Depositary amended the Deposit Agreement in order to establish an ADS facility in Canada through designated offices of The Royal Trust Company (the "Agent") as agent of the Depositary;
7. the ADSs were listed on the International Division of the Montreal Exchange on March 16, 1989 and the Company has received conditional approval for listing the ADSs on The Toronto Stock Exchange (the "TSE");

8. the Company will become a reporting issuer in Ontario upon the listing of its ADSs on the TSE and, for the purposes of Commission Policy Statement 7.1, will be a category E reporting issuer at that time;
9. as at December 9, 1988, the share register of the Company indicates that approximately .053% of the outstanding Ordinary Shares are held by 1,349 persons with residential addresses in Canada and the share register of the Depositary indicates that there is only one registered holder of ADSs with a Canadian address holding 375 ADSs;
10. there has not been a distribution by the Company of its Ordinary Shares or ADSs in Canada other than to employees of the Company and its affiliates or to holders of Ordinary Shares issued as a stock dividend or bonus shares and, accordingly, Canadian holders of currently outstanding Ordinary Shares, other than such employee shares, stock dividend shares and bonus shares, would have acquired such shares in the secondary market;
11. the Company has issued, and may in the future issue, to Canadian resident holders of Ordinary Shares stock dividends or other distributions out of earnings or surplus ("Stock Dividend Shares");
12. the rights attached to ADSs are substantially similar to the rights attached to Ordinary Shares and, as a result, the rights of and benefits accruing to a holder of Ordinary Shares would not be prejudiced by exchanging Ordinary Shares for ADSs;
13. on April 29, 1988, the Commission issued a ruling (the "Employee Ruling") under subsection 73(1) of the Act that the first trade in fully-paid Ordinary Shares issued or to be issued pursuant to the Elders Employee Share Plan (the "Employee Shares") or in any Stock Dividends on Employee Shares ("Additional Shares") be exempted from sections 24 and 52 of the Act provided that certain conditions were complied with including the requirement that the first trade of such Employee Shares or Additional Shares be executed through the facilities of a stock exchange outside of Canada in accordance with the rules and requirements of such exchange and all laws applicable to such exchange;
14. in connection with a Canadian offering of preferred shares of Elders IXL Canada Inc. (a subsidiary of the Company) in September, 1987, the Company provided the Commission and the Quebec Securities Commission (the "QSC") with an undertaking (the "Undertaking") to furnish promptly to the Commission and the QSC any information the Company makes public, files, or distributes to its shareholders, the Corporate Affairs Commission of South Australia or stock exchanges on which its securities are listed, as the case may be, and the Company also agreed to release such information by way of a press release in Canada as it releases in such manner in Australia;
15. the Company has furnished, filed and distributed information in accordance with the Undertaking;

16. as at February 23, 1989, only .0008% (14,000) of the Employee Shares have been issued to Canadian employees and 1,414,400 partially-paid Ordinary Shares are currently held by a trustee in Australia for the benefit of Canadian employees under the Elders Employee Share Plan and such shares will only be delivered to Canadian employees of the Company or its affiliates when they are fully paid;
17. any newly issued Employee Shares will be held by the trustee in Australia for the employee for a 90-day seasoning period in order to comply with United States securities laws;
18. the Company is not required by the corporate law of the jurisdiction of its incorporation or the securities laws or regulations of those foreign jurisdictions to which it is currently subject or the rules or regulations of those stock exchanges upon which any of its securities are listed to prepare interim financial statements other than semi-annual financial statements and the Company is not required to file semi-annual financial statements in such jurisdictions within less than three months following the period to which such information relates;
19. the Company is currently only required to include a statement of profit and loss in its semi-annual financial statements;
20. the Australian Stock Exchange (the "ASE") Main Board Official Listing Rules require that the Company notify the ASE immediately of information concerning the Company or its subsidiaries to avoid the establishment of a false market in the Company's securities or which would be likely to materially affect the price of such securities and all the stock exchanges on which the Company's shares are listed have accepted the ASE rules regarding notification of material changes in the affairs of the Company;
21. the content of the notice of a meeting of shareholders and the statement of directors required under the laws of Australia is substantially the same as the content of an information circular required under the Act;
22. the ADS holder is entitled to instruct the Depositary or Agent in writing as to how the ADS holder wishes the Depositary to exercise the voting rights pertaining to the Ordinary Shares underlying the ADSs registered in his name and the Depositary will not vote or attempt to exercise the right to vote such Ordinary Shares other than in accordance with the instructions from the holder of record of such ADSs;
23. under the Income Tax Act (Canada), there are no adverse tax consequences to a holder of ADSs resulting from the exchange of Ordinary Shares for ADSs or the subsequent exchange of ADSs for Ordinary Shares;
24. except for Courage Group Limited, none of the Company's direct or indirect subsidiaries is a "major subsidiary" within the meaning of Commission Policy Statement No. 10.1;
25. Elders Finance Group Limited ("Elders Finance") is a wholly-owned subsidiary of the Company and, although it accounts for approximately 35% of the Company's consolidated assets, it accounts for only 9.8% of the consolidated net assets and approximately 5.8% of the consolidated revenues of the Company;
26. the consolidated net assets of Elders Finance are disclosed on the consolidated balance sheet of the Company and the consolidated gross assets of Elders Finance are set out in the notes to the financial statements of the Company;
27. the liabilities of Elders Finance are not guaranteed by the Company;
28. with the exception of the chief executive officer of Elders Finance and Courage Group Limited, the directors and senior officers of each subsidiary of the Company, other than such individuals who are also directors and senior officers of the Company, do not, in the ordinary course, receive knowledge of material facts or material changes with respect to the Company prior to general disclosure of such facts or changes;
29. certain members of the board of directors of Elders Finance are also directors of the Company and this fact, together with continuous internal auditing procedures, ensures that a material change in the affairs of Elders Finance would be known by the Company soon after such material change occurred;
30. Wickliffe and Petitio each own approximately 18% of the Ordinary Shares and must file with the ASE a notice if, immediately following an acquisition or disposition of Ordinary Shares, Wickliffe or Petitio together with their respective associates (which include Wickliffe's controlling shareholders and its affiliates) beneficially hold Ordinary Shares in an amount that is greater than or less than, by 1% of all the outstanding Ordinary Shares, the percentage of the outstanding Ordinary Shares held by Wickliffe or Petitio and their respective associates at the time they last filed such a notice (a "Notifiable Change"), such notice being filed with the ASE and with the Company within two business days following the date on which Wickliffe or Petitio becomes aware of the Notifiable Change;
31. under the Companies Code (South Australia), the Company is required to maintain a register of all shareholders holding 10% or more of the outstanding voting shares of the Company open for inspection by the public;
32. in Australia an initial notice must be filed when a shareholder, together with its associates acquires 10% or more of the outstanding voting shares of the Company and the notice includes particulars of each acquisition made by the shareholder and its associates during the twelve months prior to the date of the notice;

33. at the time of a Notifiable Change an additional notice must be filed which includes the name of the reporting company, the date of each acquisition or disposition by the reporting company and its associates of voting shares of the Company, the prescribed particulars of each trade, the prescribed particulars of any contract, scheme or arrangement or any other circumstances by reason of which the Notifiable Change occurred and it must be accompanied by the prescribed documents;
34. the Takeovers (Acquisitions of Shares) Code (South Australia) prohibits Petito or Wickliffe from acquiring more than 3% of the Company's voting securities in any six month period without making a takeover offer and notifying the ASE before 9:30 a.m. on the next trading day of any securities acquired; and
35. Wickliffe and Petito are not required by the securities laws or regulations of those jurisdictions to which the Company is subject or the rules or regulations of those stock exchanges upon which any of the Company's securities are listed to file insider reports with respect to the Company's shares other than in accordance with the applicable requirements in the Company's home jurisdiction;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED pursuant to subsection 73(1) of the Act that:

1. the delivery of Ordinary Shares by the holders thereof to the Depositary or the Agent is not subject to the registration and prospectus requirements of sections 24 and 52 of the Act;
2. the issuance of ADSs, as evidenced by ADRs, by the Company and the Depositary is not subject to the registration and prospectus requirements of sections 24 and 52 of the Act provided that the first trade in such ADSs is subject to the same resale restrictions as the resale restrictions governing the Ordinary Shares for which they were exchanged;
3. the delivery of Ordinary Shares by the Depositary or the Agent to an ADS holder in exchange for ADSs, as evidenced by an ADR, is not subject to the registration and prospectus requirements of sections 24 and 52 of the Act provided that the first trade in such Ordinary Shares is subject to the same resale restrictions as those resale restrictions governing the ADSs for which they were exchanged; and
4. a first trade in an Employee Share or Additional Share or in an ADS representing an Employee Share or Additional Share or in an Ordinary Share received in exchange for an ADS representing an Employee Share or Additional Share, other than a trade to or by the Depositary or Agent, is a distribution unless the requirements in subsection 71(5) of the Act and section 18a of the Regulation, other than the requirement that the Company have been a reporting issuer for at least twelve months at the time of the first trade, have been met;

AND IT IS ORDERED pursuant to section 140 of the Act that upon the Company becoming a reporting issuer the Employee Ruling be revoked;

AND UPON the Commission being satisfied that in the circumstances of this particular case there is adequate justification for so doing and the conditions herein seem just and expedient;

AND FURTHER IT IS ORDERED pursuant to clause 79(b) of the Act that upon the Company becoming a reporting issuer:

1. the Company be exempted from the requirements of subsection 76(1) of the Act to prepare and file quarterly financial statements with the Commission, provided that (i) the Company files interim financial statements on a semi-annual basis for the first 26 weeks of each financial year ("interim statements") as soon as such statements are filed in any other jurisdiction or as soon as such statements are available for filing, if earlier, and, in any event, no later than 91 days after the date to which they are made up, prepared in accordance with generally accepted accounting principles in Australia ("Australian GAAP"), (ii) the interim statements are sent to holders of Ordinary Shares and ADSs with registered addresses in Ontario (the "Ontario Securityholders") and non-registered holders of Ordinary Shares and ADSs in Ontario listed on the Company's supplemental mailing list prepared in accordance with National Policy Statement No. 41 - Shareholder Communication (the "Ontario Holders") within such period and (iii) this exemption shall no longer apply once Ontario Securityholders hold Ordinary Shares and ADSs representing greater than 1% of the Ordinary Shares issued and outstanding for 30 consecutive days commencing the first day after the day on which Ontario Securityholders first hold Ordinary Shares and ADSs representing greater than 1% of the outstanding Ordinary Shares;
2. the Company is exempted from the requirements of the Regulation governing the form and content of the interim statements to be filed and delivered pursuant to this Order, provided that:
 - a. the Company complies with the first Order above pursuant to clause 79(b) of the Act;
 - b. the Company prepares, files and sends to the registered and non-registered holders of Ordinary Shares and ADSs with registered addresses in Ontario (the "Ontario Shareholders") together with its annual financial statements, a statement explaining the differences between Australian GAAP and Canadian generally accepted accounting principles ("Canadian GAAP") and indicating that the Company has elected to prepare the annual financial statements in accordance with Australian GAAP, as permitted by subsection 1(4) of the Regulation;
 - c. the Company prepares, files and sends to its Ontario Holders, together with the interim statements, a statement referring such holders to the statement which accompanied the most

recent annual financial statements explaining the differences between Australian GAAP and Canadian GAAP and indicating either that the principles applicable thereto have not changed materially since the date of the annual financial statements or, if such material change has occurred, summarizing the material change in accounting policies; and

- d. these exemptions shall no longer apply once Ontario Securityholders hold Ordinary Shares and ADSs representing greater than 1% of the Ordinary Shares issued and outstanding for 30 consecutive days commencing the first day after the day on which Ontario Securityholders first hold Ordinary Shares and ADSs representing greater than 1% of the outstanding Ordinary Shares; and

- 3. the Company is exempted from the requirements of subsection 74(2) of the Act and clause 3(a) of the Regulation to file with the Commission a report of a material change in the affairs of the Company in the prescribed Form 27, provided that the Company contemporaneously files with the Commission all press releases and reports of material changes in the affairs of the Company required to be filed or published under applicable requirements in Australia and under the rules of the ASE (the "Australian Provisions");

AND FURTHER IT IS ORDERED pursuant to clause 87(2)(b) of the Act that:

- 1. the Company and the Depositary are exempted from the proxy solicitation requirements of Part XVIII of the Act and Part VIII of the Regulation which would otherwise be applicable with respect to Ontario Shareholders, provided that:
 - a. notices, reports and communications, including proxy and proxy solicitation material, made generally available by the Company to holders of Ordinary Shares resident in Australia pursuant to the Australian Provisions are sent to the Ontario Shareholders; or
 - b. the procedure in paragraph a. above may be followed subject to substitution of a summary of the notice of any meeting of the holders of Ordinary Shares and a statement of voting instructions in lieu of the notice of a meeting of holders of Ordinary Shares and the form of proxy delivered to holders of Ordinary Shares in respect of such meeting;

AND FURTHER IT IS ORDERED pursuant to subclause 117(2)(a)(ii) of the Act that:

- 1. the directors and senior officers of those subsidiaries ("Non-major Subsidiaries") of the Company which are not Major Subsidiaries of the Company as that term is defined in Commission Policy Statement No. 10.1 (the "Policy"), including Elders Finance, are exempted from the requirements of sections 102 and 104 of the Act with respect to the Company unless those directors and senior officers of the Non-major Subsidiaries of the Company:

- a. in the ordinary course receive knowledge of material facts or changes with respect to the Company prior to general disclosure of such facts or changes;
- b. are or become insiders of the Company by reason of subparagraph 1(1)17(i) or (iii) of the Act; or
- c. the Commission has by further order denied the exemptions contained in this Order;

subject to the following terms and conditions:

- a. the Company shall maintain a continuous review of its subsidiaries and shall advise the Commission promptly if any of its subsidiaries become Major Subsidiaries;
- b. the Company shall, upon the request of the Commission or its staff, furnish any information reasonably necessary to determine whether a senior officer or director of any subsidiary is or is not exempted by this Order; and
- c. the Company shall maintain a continuous review of such directors and senior officers and advise the Commission promptly if such directors and senior officers begin to receive in the ordinary course, knowledge of material facts or material changes with respect to the Company prior to general disclosure of such facts and changes;

- 2. each of Petito, Wickliffe, Wickliffe's controlling shareholders and its affiliates be exempted from the requirements in sections 102 and 104 of the Act governing the form and content of insider reports and the time of filing of such reports with respect to the Company provided that Wickliffe and Petito each file with the Commission each report of an insider required to be filed by it in accordance with the applicable requirements in the Company's home jurisdiction.

June 6th, 1989.

"Charles Salter"

"M. A. Taschereau"

2.2.3 NORTH YORK PHYSICIANS' AFTER-HOURS CLINIC LTD. - SS. 73(1)

Headnote

Subsection 73(1) - issue permitted of one common share of non-reporting issuer to each of up to one hundred physicians resident and qualified to practice medicine in Ontario - issuer will operate walk-in medical clinic - first trade in shares a distribution unless made pursuant to limited rights of transfer provided for in unanimous shareholders' agreement.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 24, 52, 73(1).

IN THE MATTER OF THE SECURITIES ACT
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
NORTH YORK PHYSICIANS' AFTER-HOURS CLINIC LTD.

RULING (Subsection 73(1))

UPON the application of North York Family Physicians' After-Hours Clinic Ltd. (the "Company") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to subsection 73(1) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act") that the issue of one common share of the Company (the "common share") to each of up to 100 physicians resident and qualified to practice medicine in Ontario is not subject to section 24 or 52 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON the Company having represented to the Commission that:

1. the Company is a corporation incorporated under the Business Corporations Act, 1982 (Ontario) and is not a reporting issuer under the Act;
2. the authorized capital of the Company consists of an unlimited number of common shares and an unlimited number of special shares, one common share of which has been issued;
3. the Company proposes to operate an after-hours walk-in medical clinic in the City of North York (the "Clinic");
4. the Company proposes to issue one common share to each of 60 shareholders for a subscription price of \$1,000 per share, and in the future, may further issue one common share to each of up to 40 shareholders for a subscription price of not less than \$1,000 per share;
5. pursuant to a unanimous shareholders' agreement (the "Unanimous Shareholders' Agreement") to which the Company is party:

- i. each shareholder of the Company must be a physician and resident and qualified to practice medicine in Ontario (the "Physician" or collectively, "Physicians");
- ii. each shareholder will enter into an agreement with the Company to provide medical services to the public at the Clinic;
- iii. on the death of a shareholder, the shareholder may only transfer the share of the Company back to the Company, and in all other events, a shareholder may only transfer the share to the Company or to a third party meeting the requirements of subparagraph 5(i), (ii) and (iv) hereof; and
- iv. as a condition to receiving any interest in the Company, a shareholder must execute the Unanimous Shareholders' Agreement;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED pursuant to subsection 73(1) of the Act that the issue by the Company of one common share to up to 100 Physicians is not subject to section 24 or 52 of the Act, provided that:

- A. the Company shall prepare and deliver to each of its shareholders audited annual financial statements and unaudited semi-annual financial statements prepared in accordance with the Act and the regulation made under the Act;
- B. the Company shall send to each shareholder entitled to notice of a meeting of shareholders an information circular as defined in clause 83(a) of the Act with, or prior to, the giving of notice of such meeting;
- C. the by-laws of the Company shall provide for at least 21 days notice of shareholders' meetings;
- D. the Company shall deliver copies of the articles of the Company, its by-laws and this ruling to each prospective shareholder before any common shares are issued to such prospective shareholder;
- E. the first trade in any common share by a shareholder shall be a distribution unless the trade is a transfer of the share permitted by the Unanimous Shareholders' Agreement; and
- F. the exemptions contained in this ruling shall cease to be effective if any of the provisions of the Unanimous Shareholders' Agreement relevant to the exemptions granted are materially amended without written notice to the Director.

June 6th, 1989.

"M. A. Taschereau"

"Charles Salter"

2.2.4 PEREZ CORPORATION AND J. PEREZ FINANCIAL SERVICES INC. AND BRADLEY ESTATES, WHITBY - SS. 73(1)

Headnote

Subsection 73(1) Applications - Exemptions from prospectus and registration requirements for residential real estate title offerings that meet criteria, with certain minor changes, set out in a Notice of the Commission regarding interim relief for certain distributions of investment contracts.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 24, 52, 73(1).
Real Estate and Business Brokers Act, R.S.O. 1980, c.431, as am.

Notice Cited

Notice of the Commission dated October 11, 1988 Re "Application of the Securities Act to Certain Residential Real Estate Offerings" (1988), 11 OSCB 4171.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
PEREZ CORPORATION AND J. PEREZ
FINANCIAL SERVICES INC.

AND

BRADLEY ESTATES, WHITBY

RULING

(Subsection 73(1))

UPON the application (the "Application") of Perez Corporation and J. Perez Financial Services Inc. (collectively referred to as the "Applicants") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to subsection 73(1) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act"), and in accordance with a Notice of the Commission dated October 11, 1988 entitled "Application of the Securities Act to Certain Residential Real Estate Offerings", (1988), 11 OSCB 4171, (the "Notice"), that trades in certain securities not be subject to section 24 or 52 of the Act;

AND WHEREAS for purposes of this ruling "residential real estate security" means an investment contract pursuant to which a purchaser acquires an interest in residential real estate;

AND UPON reading the Application and the recommendation of the staff of the Commission; AND UPON it being represented by the Applicants to the Commission that:

1. the securities distributed by the Applicants (the "Securities") are residential real estate securities evidenced or to be evidenced by Unit Purchase Agreements in respect of 230 condominium units in several condominium buildings known as Bradley Estates located in Whitby, Ontario, and by certain other optional agreements (collectively, the "Optional Agreements"), including an Optional Lease Agreement, an Optional Financial Services Agreement, an Optional Appliance Purchase Agreement and an Optional Rental Management and Guarantee Agreement, copies of which have been filed with the Application;
2. distribution of the Securities has commenced but has not been completed as of the date of the Application;
3. the Applicants filed an offering memorandum ("Offering Memorandum") with the Commission on November 30, 1988;
4. one or more letters of credit, as described in the offering memorandum referred to in clause A below, will be obtained from a Canadian financial institution to secure the obligations of the Applicants pursuant to the guarantees contained in the Optional Agreements in an amount which the Applicants have determined affords reasonable protection to purchasers of the Securities; and
5. Goldberg, Shinder, Gardiner & Kronick, Barristers & Solicitors, has provided the Commission with its consent to maintain a trust account for certain deposits made in conjunction with purchases of the Securities;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED, pursuant to subsection 73(1) of the Act, that the Applicants shall not be subject to section 24 or 52 of the Act in respect of the distribution of the Securities, subject to the following terms and conditions:

- A. the Offering Memorandum complies with the requirements set out in Article C.I, "Disclosure", of the Notice;
- B. a copy of the Offering Memorandum be delivered to purchasers in accordance with the requirements set out in Article C.I, "Disclosure", of the Notice;
- C. all advertising in connection with the distribution of the Securities after October 11, 1988 complies with the requirements set out in Article C.I, "Advertising", of the Notice;
- D. an amount, which the Applicants have determined is sufficient for the purpose of satisfying any claims for rescission made by purchasers of the Securities in the manner prescribed in the Offering Memorandum, is being held in a trust account retained by Goldberg, Shinder, Gardiner & Kronick, Barristers & Solicitors; and

- E. all activities in furtherance of trades in the Securities after October 11, 1988 comply with the requirements set out in Article C. III, "Sales Activities", of the Notice, and the Applicants institute the purchaser assessment procedures described in that Article.

June 6th, 1989.

"Charles Salter"

"J. W. Blain"

**2.2.5 PHOENIX ASSURANCE OVERSEAS
HOLDINGS LIMITED, PHOENIX
ASSURANCE COMPANY OF CANADA AND
THE CENTURY INSURANCE COMPANY OF
CANADA - SS. 73(1)**

Headnote

Sale by control-block shareholder of director-qualifying shares in two insurance companies to individuals who are to become directors of the insurance companies exempted from sections 24 and 52 of the Act.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 24, 52, 71(5).

Canadian and British Insurance Companies Act, R.S.C. 1985, c. I-12, as am., s. 17(3).

Pacific Coast Fire Insurance Company, 7-8 Edward VII, c. 143, as am., s. 9.

Regulations Cited

Regulation under Securities Act, R.R.O. 1980, as am., s. 18a.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
PHOENIX ASSURANCE OVERSEAS HOLDINGS LIMITED,
PHOENIX ASSURANCE COMPANY OF CANADA AND
THE CENTURY INSURANCE COMPANY OF CANADA

RULING
(Subsection 73(1))

UPON the application (the "Application") of Phoenix Assurance Overseas Holdings Limited ("Phoenix U.K.") to the Ontario Securities Commission (the "Commission") for a ruling, pursuant to subsection 73(1) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act"), that certain trades in common shares of Phoenix Assurance Company of Canada ("Phoenix Canada") and common shares of The Century Insurance Company of Canada ("Century") by Phoenix U.K. to certain individuals for the purpose of meeting director qualifying share requirements for Phoenix Canada and Century shall not be subject to section 24 or 52 of the Act;

AND UPON reading the Application and the recommendation of staff of the Commission;

AND UPON Phoenix U.K. having represented to the Commission that:

1. Phoenix U.K. is a corporation incorporated under the laws of the United Kingdom;

2. Phoenix Canada is a company continued under the Canadian and British Insurance Companies Act, R.S.C. 1985, c.I-12, as amended (the "CBICA");
3. the authorized capital of Phoenix Canada consists of 100,000 common shares and 40,400 common shares of Phoenix Canada are issued and outstanding, of which 33,308 common shares are owned by Phoenix U.K., 7,050 common shares are owned by Phoenix Assurance plc, and 42 common shares are owned by the six directors of Phoenix Canada;
4. Century is a company incorporated pursuant to an Act respecting the Pacific Coast Fire Insurance Company, 7-8 Edward VII, c. 143, as amended (the "Century Act");
5. the authorized capital of Century consists of 400,000 common shares and 200,000 common shares of Century are issued and outstanding, of which 199,875 common shares are owned by Phoenix U.K. and 125 common shares are owned by the five directors of Century;
6. neither Phoenix Canada nor Century is a reporting issuer or a private company within the meaning of the Act;
7. subsection 17(3) of the CBICA provides that no person may be a director of Phoenix Canada unless he holds shares in the capital stock of Phoenix Canada on which at least \$250 has been paid as capital or credited as capital;
8. section 9 of the Century Act provides that no person shall be a director of Century unless he holds at least 25 shares of the capital stock of Century;
9. to enable three individuals (the "Phoenix Canada Nominees") who do not own any shares of Phoenix Canada to be elected as directors of Phoenix Canada, Phoenix U.K. proposes to sell 7 common shares of Phoenix Canada to each of the Phoenix Canada Nominees, at a price of not greater than \$1,400 per common share; and
10. to enable four individuals (the "Century Nominees") who do not own any shares of Century to be elected as directors of Century, Phoenix U.K. proposes to sell 25 common shares of Century to each of the Century Nominees, at a price of not greater than \$70 per common share;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED, pursuant to subsection 73(1) of the Act, that sales by Phoenix U.K. of common shares of Phoenix Canada to each of the Phoenix Canada Nominees, as described in paragraph 9 above, are not subject to section 24 or 52 of the Act, subject to the following terms and conditions:

- A. in the case of each sale, before the sale is completed, Phoenix U.K. shall deliver to the Phoenix Canada Nominee a copy of this ruling; and

- B. the first trade in any common shares of Phoenix Canada acquired by a Phoenix Canada Nominee pursuant to this ruling shall be a distribution unless such first trade is made in accordance with the provisions of subsection 71(5) of the Act and section 18a of the regulation made thereunder (the "Regulation") as if such common shares had been acquired by the Phoenix Canada Nominee pursuant to a prospectus exemption referred to in subsection 71(5) of the Act;

AND IT IS FURTHER RULED, pursuant to subsection 73(1) of the Act, that sales by Phoenix U.K. of common shares of Century to each of the Century Nominees, as described in paragraph 10 above, are not subject to section 24 or 52 of the Act, subject to the following conditions:

- C. in the case of each sale, before the sale is completed, Phoenix U.K. shall deliver to the Century Nominee a copy of this ruling; and
- D. the first trade in any common shares of Century acquired by a Century Nominee pursuant to this ruling shall be a distribution unless such first trade is made in accordance with the provisions of subsection 71(5) of the Act and section 18a of the Regulation as if such common shares had been acquired by the Century Nominee pursuant to a prospectus exemption referred to in subsection 71(5) of the Act.

June 6th, 1989.

"Charles Salter"

"J. W. Blain"

2.2.6 PEREZ CORPORATION, J. PEREZ FINANCIAL SERVICES INC. AND HERITAGE GREEN LTD. AND HERITAGE GREEN - SS. 73(1)

Headnote

Subsection 73(1) Applications - Exemptions from prospectus and registration requirements for residential real estate title offerings that meet criteria, with certain minor changes, set out in a Notice of the Commission regarding interim relief for certain distributions of investment contracts.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 24, 52, 73(1). Real Estate and Business Brokers Act, R.S.O. 1980, c.431, as am.

Notice Cited

Notice of the Commission dated October 11, 1988 Re "Application of the Securities Act to Certain Residential Real Estate Offerings" (1988), 11 OSCB 4171.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
PEREZ CORPORATION, J. PEREZ FINANCIAL SERVICES
INC.
AND HERITAGE GREEN LTD.

AND

HERITAGE GREEN

RULING
(Subsection 73(1))

UPON the application (the "Application") of Perez Corporation, J. Perez Financial Services Inc. and Heritage Green Ltd. (collectively referred to as the "Applicants") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to subsection 73(1) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act"), and in accordance with a Notice of the Commission dated October 11, 1988 entitled "Application of the Securities Act to Certain Residential Real Estate Offerings", (1988), 11 OSCB 4171, (the "Notice"), that trades in certain securities not be subject to section 24 or 52 of the Act;

AND WHEREAS for purposes of this ruling "residential real estate security" means an investment contract pursuant to which a purchaser acquires an interest in residential real estate;

AND UPON reading the Application and the recommendation of the staff of the Commission;

AND UPON it being represented by the Applicants to the Commission that:

1. the securities distributed by the Applicants (the "Securities") are residential real estate securities evidenced or to be evidenced by Unit Purchase Agreements in respect of 138 condominium units in several condominium buildings known as Heritage Green located in Nepean, Ontario, and by certain other optional agreements (collectively, the "Optional Agreements"), including an Optional Lease Agreement, an Optional Financial Services Agreement, an Optional Appliance Purchase Agreement and an Optional Rental Management and Guarantee Agreement, copies of which have been filed with the Application;
2. distribution of the Securities has commenced but has not been completed as of the date of the Application;
3. the Applicants filed an offering memorandum ("Offering Memorandum") with the Commission on November 30, 1988;
4. one or more letters of credit, as described in the offering memorandum referred to in clause A below, will be obtained from a Canadian financial institution to secure the obligations of the Applicants pursuant to the guarantees contained in the Optional Agreements in an amount which the Applicants have determined affords reasonable protection to purchasers of the Securities; and
5. Goldberg, Shinder, Gardiner & Kronick, Barristers & Solicitors, has provided the Commission with its consent to maintain a trust account for certain deposits made in conjunction with purchases of the Securities;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED, pursuant to subsection 73(1) of the Act, that the Applicants shall not be subject to section 24 or 52 of the Act in respect of the distribution of the Securities, subject to the following terms and conditions:

- A. the Offering Memorandum complies with the requirements set out in Article C.I, "Disclosure", of the Notice;
- B. a copy of the Offering Memorandum be delivered to purchasers in accordance with the requirements set out in Article C.I, "Disclosure", of the Notice;
- C. all advertising in connection with the distribution of the Securities after October 11, 1988 complies with the requirements set out in Article C.I, "Advertising", of the Notice;
- D. an amount, which in the view of the Applicants is sufficient for the purpose of satisfying any claims for rescission made by purchasers of the Securities in the manner prescribed in the Offering Memorandum, is being held in a trust account retained by Goldberg, Shinder, Gardiner & Kronick, Barristers & Solicitors; and

- E. all activities in furtherance of trades in the Securities after October 11, 1988 comply with the requirements set out in Article C. III, "Sales Activities", of the Notice, and the Applicants institute the purchaser assessment procedures described in that Article.

June 7th, 1989.

"Charles Salter"

"J. W. Blain"

**2.2.7 MOUNTAINSIDE-DORCHESTER INC. AND
TIMOTHY CLARK AND DORCHESTER
SQUARE, CALGARY, ALBERTA - SS. 73(1)**

Headnote

Subsection 73(1) Application - Exemptions from prospectus and registration requirements for residential real estate title offerings that meet criteria set out in a Notice of the Commission regarding interim relief for certain distributions of investment contracts.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 24, 52, 73(1).

Notice Cited

Notice of the Commission dated October 11, 1988 Re "Application of the Securities Act to Certain Residential Real Estate Offerings" (1988), 11 OSCB 4171.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
MOUNTAINSIDE-DORCHESTER INC.
AND TIMOTHY CLARK

AND

DORCHESTER SQUARE, CALGARY, ALBERTA

RULING

(Subsection 73(1))

UPON the application (the "Application") of Mountainside-Dorchester Inc. and Timothy Clark (collectively referred to as the "Applicants") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to subsection 73(1) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act"), and in accordance with a Notice of the Commission dated October 11, 1988 entitled "Application of the Securities Act to Certain Residential Real Estate Offerings", (1988), 11 OSCB 4171, (the "Notice"), that trades in certain securities not be subject to section 24 or 52 of the Act;

AND WHEREAS for purposes of this ruling "residential real estate security" means an investment contract pursuant to which a purchaser acquires an interest in residential real estate;

AND UPON reading the Application and the recommendation of the staff of the Commission;

AND UPON it being represented by the Applicants to the Commission that:

1. the securities distributed by the Applicants (the "Securities") are residential real estate securities evidenced by an Agreement of Purchase and Sale for 193 condominium units located at 924-14 Avenue S.W., Calgary, Alberta, together with certain optional agreements including an Optional Gross Rent and Operating Expenses Guarantee Agreement, an Optional Rental Management Agreement and an Optional Services Agreement, (collectively, the "Optional Agreements"), copies of which have been filed with the Application;
2. distribution of the Securities has commenced but has not been completed as of the date of the Application;
3. all individuals engaged in trading the Securities are employees of Bellerus Securities Corporation, registered as a securities dealer under the Act and are registered in a category that would permit them to trade the Securities;
4. a letter of credit in an amount determined by the Applicants that provides reasonable protection to the purchaser who is a party to the Optional Agreements in all the circumstances of the transaction issued by a bank to which the Bank Act (Canada) applies or by a trust corporation registered under The Loan and Trust Corporation Act, 1987, (Ontario) will be provided on or before the closing respecting the distribution of the Securities, and a statement to this effect will be contained in the offering memorandum referred to in clause A below; and
5. Bellerus Securities Corporation have provided the Commission with their consent to maintain a trust account for deposits made in conjunction with purchases of the Securities;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED, pursuant to subsection 73(1) of the Act, that the Applicants shall not be subject to section 24 or 52 of the Act in respect of the distribution of the Securities, subject to the following terms and conditions:

- A. the Applicants file with the Commission on or before November 30, 1988 an offering memorandum ("Offering Memorandum") that complies with the requirements set out in Article C.I, "Disclosure", of the Notice;
- B. a copy of the Offering Memorandum be delivered to purchasers in accordance with the requirements set out in Article C.I, "Disclosure", of the Notice;
- C. all advertising in connection with the distribution of the Securities comply with the requirements set out in Article C.I, "Advertising", of the Notice;
- D. all deposits accepted from purchasers be maintained in a trust account retained by Bellerus Securities Corporation pending closing of the distribution; and

- E. all activities in furtherance of a trade in the Securities comply with the requirements set out in Article C. III, "Sales Activities", of the Notice, and the Applicants institute the purchaser assessment procedures described in that Article.

June 8th, 1989.

"Paul L. Waitzer"

"Charles Salter"

Chapter 3

Reasons: Decisions, Orders and Rulings

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

Chapter 4

Cease Trading Orders

4.1 TEMPORARY CEASE TRADING ORDERS

<u>Company Name</u>	<u>Date of Temporary Order</u>	<u>Date of Hearing</u>	<u>Date of Extending Order</u>	<u>Date of Rescinding Order</u>
CARLYLE ENERGY LTD.	13/JUN/89	27/JUN/89	---	---
RANNEY GOLD MINES LIMITED	13/JUN/89	27/JUN/89	---	---
RED LAKE & SUN VALLEY RESOURCES LTD.	09/JUN/89	23/JUN/89	---	---
SCOTIA PRIME MINERALS, INCORPORATED	13/JUN/89	27/JUN/89	---	---
SOFIMINES 1987 AND COMPANY, LIMITED PARTNERSHIP	14/JUN/89	28/JUN/89	---	---
SOFIMINES 1988 AND COMPANY, LIMITED PARTNERSHIP	14/JUN/89	28/JUN/89	---	---
SOFIMINES INVESTMENT FUND II INC.	14/JUN/89	28/JUN/89	---	---
SOFIMINES INVESTMENT FUND INC.	14/JUN/89	28/JUN/89	---	---
WABIGOON RESOURCES LIMITED	09/JUN/89	23/JUN/89	---	---

4.2 EXTENDING ORDERS

<u>Company Name</u>	<u>Date of Temporary Order</u>	<u>Date of Hearing</u>	<u>Date of Extending Order</u>	<u>Date of Rescinding Order</u>
ANCOM ATM INTERNATIONAL INC.	29/MAY/89	---	12/JUN/89	---
CANPER RESOURCES INC.	29/MAY/89	---	12/JUN/89	---
PLASTIC ENGINE TECHNOLOGY CORPORATION	31/MAY/89	---	14/JUN/89	---
TAMAN CORPORATION	29/MAY/89	---	12/JUN/89	---

Chapter 5

Policies

5.1 OSC POLICY STATEMENT NO. 10.2 - GUIDELINES FOR THE ESTABLISHMENT OF PROCEDURES IN RELATION TO CONFIDENTIAL INFORMATION - POLICIES

On June 8, 1989 the Commission approved for publication OSC Policy Statement No. 10.2 - GUIDELINES FOR ESTABLISHMENT OF PROCEDURES IN RELATION TO CONFIDENTIAL INFORMATION in the form immediately following this notice.

The policy is identical to the draft policy published for comment in the January 27, 1989 edition of the Bulletin. Only one comment was received in response to the request and it was in full support of the draft policy.

OSC Policy Statement No. 10.2 is effective immediately.

OSC POLICY NO. 10.2
GUIDELINES FOR ESTABLISHMENT OF
PROCEDURES IN RELATION TO CONFIDENTIAL INFORMATION

1. INTRODUCTION

The importance of safeguarding material undisclosed information ("Inside Information") and ensuring that improper purchasing and selling of securities does not take place cannot be overstated. It is fundamental to the integrity of the capital markets that registrants adhere to the highest standards when dealing with confidential information. Registrants are reminded that they have a duty to supervise their staff to prevent violations of securities legislation and to ensure that employees meet the high ethical standards required of the industry.

This Policy is directed specifically at investment dealers, brokers and securities dealers, and other registrants whose business activities may involve access to inside information ("Dealers"). All registrants should review their business activities to determine whether they have access to Inside Information and therefore whether this Policy Statement is applicable to them.

In light of the potential liability and adverse publicity that may accompany insider trading allegations, even non-registrants (and, in particular, financial institutions and professional firms) should review their policies and procedures to prevent and detect insider trading.

2. PURPOSE

Section 156d of the Regulation to the Securities Act (Ontario) (the "Act") provides limited exemptions from restrictions concerning "insider trading" set out in subsection 75(1) of the Act, and the concomitant civil liability provisions set out in section 131. Under the legislation, difficult problems arise for integrated securities firms. Employees of the firm may obtain Inside Information through one activity that may provide an opportunity for profit in its trading or advising activities. The prohibitions against trading or informing would place the firm at risk in terms of quasi-criminal and civil liability if it continued its normal trading or advising activities.

Section 156d provides, in effect, that a person or company (i.e. both the firm and the responsible employees) may avoid quasi-criminal and civil liability under the Act if the firm or employee can prove that no individual with actual knowledge of a material fact or material change made, or participated in the making of, the decision to buy or sell a security to which the material fact or material change (i.e. the Inside Information) relates. Section 156d provides that in determining whether a person or company has sustained the burden of proof required under subsection 156d(1) it shall be relevant whether and to what extent policies and procedures have been put in place to prevent contravention of subsection 75(1) of the Act by persons making or influencing investment decisions on its behalf and to prevent transmission of information concerning a material fact or material change contrary to subsection 75(2) or (3) of the Act.

The Commission is of the view that Dealers should develop, implement and enforce reasonable policies, procedures and organizational arrangements (the "Procedures") to safeguard Inside Information and ensure that there is no improper buying, selling or informing. The existence and implementation of Procedures will be considered to be an element of fitness for registration as well as being an element of the defence in a prosecution or civil suit relating to insider trading. As an element of a defence, the Procedures are intended to ease the burden of proof that is on a Dealer to show that a particular individual involved in a transaction was not in actual possession of Inside Information possessed by other directors, officers, partners, employees or agents of the Dealer. The Commission recognizes that the circumstances of each Dealer will differ and accordingly it will not mandate particular Procedures.

Although the Commission has decided that Dealers should develop Procedures, the selection and implementation of appropriate Procedures is the responsibility of each Dealer. The nature and extent of any Procedures developed and implemented will vary with the circumstances of each Dealer. The purpose of this Policy Statement is to mandate the establishment of Procedures and to assist Dealers by setting out a range of possible Procedures which they may wish to adopt. Failure to adopt the specific Procedures set out in this Policy Statement will not, of itself, indicate that the Dealer has failed to take reasonable precautions to prevent contraventions of section 75 of the Act, nor indicate that the Dealer has acted in

a manner inconsistent with continued registration. Conversely, adoption of all Procedures referred to in this Policy Statement will not constitute absolute assurance that reasonable precautions have been taken. Whether a Dealer has implemented appropriate and sufficient Procedures to satisfy its obligations as a registrant and to sustain the burden of proof will depend upon the circumstances of each case and of each Dealer.

3. **PROCEDURES**

While the decision as to the exact nature of Procedures to be adopted is that of each Dealer, for purposes of fitness for registration, the Procedures must be in writing and must be appropriate and sufficient having regard to the circumstances of the particular Dealer. Dealers shall establish Procedures in the following areas:

- (a) Education of Employees;
- (b) Procedures to Contain Information;
- (c) Procedures to Restrict Transactions; and
- (d) Compliance.

(a) **EDUCATION OF EMPLOYEES**

In order to educate employees about insider trading and ethical standards, Dealers shall:

- (i) advise employees as to what constitutes Inside Information and the legal restrictions on its transmission and use;
- (ii) advise employees of the legal consequences to the Dealer and the employees for breaches of the restrictions on the transmission and use of Inside Information which may include civil and quasi-criminal liability, self-regulatory organization and securities commission disciplinary proceedings and internal disciplinary action by the Dealer against its employees such as dismissal; and
- (iii) advise employees of their ethical responsibilities as members of the securities industry and, where applicable, as registrants under the Act.

"Employees" includes directors, officers, partners, contract employees and agents.

(b) **PROCEDURES TO CONTAIN INFORMATION**

In order to limit the unauthorized transmission of Inside Information, Dealers shall:

- (i) restrict access to those areas of the Dealer which typically are in receipt of Inside Information, such as the Corporate Finance and Mergers and Acquisitions Departments. To accomplish this, Dealers may wish to designate departments as sensitive areas and physically separate those departments from others within the Dealer. In cases where restricting access to departments is impractical or impossible,

such as in smaller Dealers, Dealers might consider treating all of its departments as being "behind the wall" with the result that when the Dealer is in receipt of Inside Information, all trading and advisory activities of the Dealer would be subject to any restrictions imposed;

- (ii) assure the physical security of confidential documents and files within the Dealer by, among other things, restricting physical access to Inside Information, using code names in place of the names of issuers with respect to confidential projects being worked upon by Corporate Finance and Mergers and Acquisitions Departments, keeping documents in sensitive areas under lock and key when not immediately supervised by persons working on the project, and ensuring electronic transmission of Inside Information takes place only when there are adequate controls for sending and receiving the transmissions.

(c) **PROCEDURES TO RESTRICT TRANSACTIONS**

In addition to the Procedures to restrict transmission of Inside Information, Dealers should take steps to monitor, restrict or discontinue certain of the Dealers' and their employees' activities with respect to securities of an issuer (such as trading and dissemination of research material) when Dealers are in receipt of Inside Information about that issuer.

Procedures commonly used by Dealers to restrict transactions include the use of "grey" or "watch lists" and "restricted lists". Generally, a "grey list" is a highly confidential list of issuers compiled by the Dealer concerning which the Dealer has Inside Information. Normally, Dealers receive this Inside Information and place issuers on the "grey list" as a result of, for example, invitations to manage or participate in offerings or to act concerning a possible merger or acquisition or other corporate assignment. "Grey lists" are usually disseminated only to the most senior employees of the Dealer in order to allow those employees to monitor unusual trading in the securities by the Dealer or its employees and, if necessary, to inquire about or restrict such trading. In addition, legal advice is often sought before new research materials and opinions concerning securities on the "grey list" are published and disseminated. A security may be removed from the "grey list" when the Dealer no longer has Inside Information. This may occur when an underwriting offer is refused or withdrawn, participation in an offering is refused or withdrawn or a proposed merger, acquisition or corporate assignment is refused or withdrawn.

An issuer's name may be moved from the Dealer's "grey list" to the Dealer's "restricted list" when the Dealer has agreed to act as an underwriter, or banking group member, or to represent the issuer in a merger or acquisition and the transaction in which the Dealer proposes to act has been generally disclosed.

A "restricted list" is more broadly distributed within a Dealer. Among other things, trading by the Dealer as principal (except for normal market-making activities) may be curtailed or ended and the dissemination of research materials is often restricted or ended for securities of issuers on the "restricted list". Usually an issuer is removed from the "restricted list" when the Dealer is no longer in possession of Inside Information such as when its participation in the distribution is complete or when the merger or acquisition is completed.

(d) **COMPLIANCE**

In order to promote compliance with insider trading related securities laws, self-regulatory organizations' regulations and the Dealer's internal policies, Dealers shall:

- (i) develop, implement, maintain and enforce written Procedures appropriate to the type(s) of business being carried on, which Procedures shall be approved by the Board of Directors;
- (ii) monitor and/or restrict trading in securities relating to which the Dealer's employees possess Inside Information;
- (iii) monitor and review trading for the Dealer's account;
- (iv) monitor and review trading of all employees and, in particular, employees who in the normal course would be in receipt of Inside

Information such as senior management, merger and acquisition employees, corporate finance employees and professional traders; and

- (v) unless a self-regulatory organization has provided otherwise in a by-law that has been considered by the Commission, require all employees and associates (e.g. spouses) to maintain accounts with the employer-Dealer only;
- (vi) require a senior officer of the Dealer to be responsible for the implementation and enforcement of the Procedures; and
- (vii) institute a periodic review of the adequacy of their Procedures, including a written report regarding their effectiveness to senior officers or the board of directors of the Dealer, which report shall be kept on file.

The board of directors and senior officers of Dealers will be responsible for ensuring that appropriate Procedures are adopted, maintained and enforced in accordance with this Policy Statement.

4. **MONITORING BY SELF-REGULATORY ORGANIZATIONS**

In conducting compliance checks of members firms, The Toronto Stock Exchange and the Ontario District of the Investment Dealers Association of Canada (the "SROs") shall ensure that Dealers have established written Procedures as required by this Policy. The SROs shall provide to the Commission, on an annual basis, a

report on such compliance checks in a form satisfactory to the Commission.

The board of directors and senior officers of Dealers will be held responsible to ensure that appropriate Procedures are adopted, maintained and enforced in accordance with this Policy.

Requests for Comments

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

Chapter 7

Insider Trading Reports

Information in this section has been summarized from Insider Reports filed with the Commission.

In the tables on the succeeding pages, the name of the Issuer is followed by a description of the Security, the name of the Insider, and, in the column labelled Rel'n, one or more codes indicating his (or its) relationship to the Issuer.

Codes are used in the column labelled T/O to indicate the Nature of the Transaction and the Nature of the Ownership.

* An asterisk in the Insider column indicates that the data in the Report does not correspond to the data in the Commission computer.

Guide to Codes

Relationship of Insider to Issuer (Rel'n)

- | | | | |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Reporting issuer which has acquired securities issued by itself (or, under the Canada Business Corporation Act, by any of its affiliates) | 4 | Director of a reporting issuer. |
| 2 | Subsidiary of the reporting issuer. | 5 | Senior officer of a reporting issuer. |
| 3 | Security holder who beneficially owns or who exercises control or direction over more than 10% of the securities of the reporting issuer (or, under the Bank Act and in Quebec, 10% of a class of shares) to which are attached voting rights or an unlimited right to a share of the profits and in its assets in case of winding-up. | 6 | Director or senior officer of a security holder referred to in 3 above. |
| | | 7 | Director or senior officer of an affiliate (or, under the Bank Act and in Quebec, a subsidiary) of the reporting issuer, other than in 4, 5, and 6 above. |
| | | 8 | Deemed an insider under the Canada Business Corporations Act or the Bank Act. |

Nature of Transaction (T/O)

- | | | | |
|----|---------------------------------------------------------------------------------|----|--------------------------------------------|
| 00 | Initial report of an insider | 60 | Short sale |
| 10 | Purchase or sale carried out in the market, excluding the exercise of an option | 70 | Exercise of warrants |
| 20 | Purchase or sale carried out privately | 75 | Exercise of rights |
| 22 | Acquisition or disposition pursuant to a take-over bid | 76 | Exercise of options |
| 25 | Change in the nature of ownership | 78 | Conversion or exchange |
| 30 | Acquisition or disposition under a plan | 82 | Capital reorganization |
| 35 | Stock dividend | 84 | Stock split or consolidation |
| 40 | Purchase or sale of a call option | 85 | Redemption - cancellation |
| 45 | Purchase or sale of a put option | 87 | Issuer bid |
| 46 | Expiration of an option | 90 | Compensation for property |
| 50 | Acquisition or disposition by gift | 95 | Compensation for services |
| 55 | Acquisition by inheritance or disposition by bequest | 96 | Grant of options |
| | | 97 | Other (than referred to above) |
| | | 99 | Correction of information (amended report) |

Nature of Ownership (T/O)

- | | |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| None | Securities are beneficially owned directly |
| 1 | The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity. This is also referred to as an indirect interest in the securities. |

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
AIR CANADA	Clark, C. David	AIR CANADA	4	15May89	00				100
ALEXANDER & ALEXANDER SERVICES INC.	Bogardus, John A.	ALEXANDER & ALEXANDER SVCS INC	5	15May89	50		1457		94120
ALLIED NORTHERN RESOURCES LTD.	Mourin, Stanley	ALLIED NORTHERN RESOURCES LTD.	345						
	Ainsley Financial Corp			13Feb89	96 1		263334	0.75	0
AMERADA HESS CORPORATION	Hess, Leon	AMERADA HESS CORP	453	4May89	30	64			8826000
	Indirect Holdings		453	4May89	00 1				1332624
AMERICAN EAGLE PETROLEUMS LIMITED	First City Financial Corporation Ltd.	AMERICAN EAGLE PETES LTD	3						
	First City Securities Ltd.			1May89	10 1	13000		0.77	
			3	2May89	10 1	38000		0.77	
			3	3May89	10 1	13500		0.77	
			3	15May89	10 1	50000		0.75	28899908
AMERICAN EXPRESS COMPANY	Robinson, James D. III	AMERICAN EXPRESS COMPANY	45	22May89	30	50000			508863
AMOCO CORPORATION	Addy, Frederick Seale	AMOCO CORPORATION	5	1May89	76	1218		28.50	22152
	Lyman, John R.		5	26May89	76	1515			
			5	30May89	76	13		44.375	3730
	McCaughan, Arthur Robert		5	10May89	76	947		28.86	2947
ANDOVER TELECOMMUNICATIONS INC	Cyna, Lawrence J.	ANDOVER TELECOMMUNICATIONS INC	4	24May89	00				700000
ARC INTERNATIONAL CORPORATION	Rittenberg, Sheldon M.	ARC INTL CORP	7	2Jun89	95	97196		3.80	228982
ARMBRO ENTERPRISES INC.	Armbro Enterprises Inc.	ARMBRO ENTERPRISES INC.	1	Apr89	87	7200		6.25	
			1	30May89	85		7200		0
ASCOT INVESTMENT CORPORATION	Billingsley, James E.	ASCOT INVESTMENT PREFERENCE	5	May89	10	200		1.25	
			5	May89	10	40309		1.50	40509
	Hardisty, Murray Edward		45	15May89	10	20809		1.50	40509
ATLANTIC RICHFIELD COMPANY	Wendt, Henry	ATLANTIC RICHFIELD CO	4	23May89	10	103		92.125	1015
AURELIAN DEVELOPERS LTD.	Lesage, James F.	AURELIAN DEVELOPERS LTD	4	26May89	00				17103
BANK OF MONTREAL	Scalf, Gordon Wendell Richardson Greenshields	BANK OF MONTREAL	5	7Jun89	10 1		50	32.00	0
BANK OF NOVA SCOTIA, THE	Lomax, William J.	BANK OF NOVA SCOTIA	5	6Jun89	10		4000	18.12	418
BARNWELL INDUSTRIES INC.	Warren, William C.	BARNWELL INDS INC	4	4May89	10	1000		21.00	
			4	9May89	10	1000		21.00	23000
BATON BROADCASTING INCORPORATED	Fisher, Dennis J.	BATON BROADCASTING INCORP	5	16May89	76	7500		7.50	
			5	29May89	10		3300	13.25	
			5	29May89	10		1600	13.00	
			5	31May89	10		2600	13.00	0
BCE INC.	Charron, Andre Gestion A.C.L.B. Inc.	BCE INC. COMMON	8	23Aug88	99 1		2300	36.75	2200
	Newall, J. Edward		4	24May89	99				1096
	Sinclair, John Edward		8	30Apr89	30	16		37.087	
			8	1Jun89	10		565	38.38	435
BCE MOBILE COMMUNICATIONS INC.	BCE Inc.	BCE MOBILE COMMUNICATIONS INC.	3	May89	97		476800	25.55	47277638
BEDFORD SOFTWARE LIMITED	McKie, Thompson Joseph	BEDFORD SOFTWARE LIMITED	345	17May89	10	10000			
			345	24May89	10	10000			866684
	Morton, Alexander Lewis		5	10May89	20	1000		1.75	1500
BELLHAVEN RESOURCES INC.	Hodge, Henry (Harry) Joseph	BELLHAVEN RESOURCES INC.	4	24May89	97	35000		0.20	85000
BELMORAL MINES LTD.	Brown, Frank	BELMORAL MINES LTD	4	15May89	10		2000	1.11	1377963
	Brown, Helen T.		8	5May89	10		3000	1.11	
			8	10May89	10		5100	1.12	
			8	24May89	10		3000	0.86	
			8	25May89	10		3000	0.84	
			8	25May89	10		1000	0.87	
			8	26May89	10		3000	0.85	344077

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
BEMA GOLD CORPORATION	Bema Industries Ltd	BEMA GOLD CORPORATION	3	1May89	20		200000	1.00	
			3	4May89	10		50000	1.00	708350
	Johnson, Clive T.		45	4May89	10		50000	1.00	405050
BITECH ENERGY RESOURCES LIMITED	McBride, Derek Ernest	BITECH ENERGY RES LTD	5	4May89	10		7500	0.80	523000
	Reed, Samuel Y. H.		5	18Apr89	10		10000	87.00	
			5	1May89	10		5000	0.77	
			5	16May89	10		5000	0.62	
			5	19May89	10		5000	0.52	12000
			5	27Apr89	10 1	10000		0.78	
	Joint Investment Account		5	17May89	10 1	6000		0.50	
			5	18May89	10 1	20000		0.50	36000
BLACK HAWK MINING INC.	Bub, Gordon F	BLACK HAWK MINING INC	45	9Jun89	10	100000		0.39	100000
	Hughes, Garry Maurice		45	5Jun89	10	25000		0.29	
			45	9Jun89	10	25000		0.38	
			45	13Jun89	10	25000		0.46	
			45	13Jun89	10	15000		0.48	90000
BRAMALEA LIMITED	Lebovic, Joseph Control or Direction	BRAMALEA LTD	4	Apr89	00				132400
			4	Apr89	10 1	8400			2119500
			4	Jun89	10 1	4000			2123500
			4	Apr89	00 1				18125
	Rankin, Iain 1983 Employee Share Purchase Plan		5	1Jun89	30	11433		7.99	22933
			5	1Jun89	30 1		11433	7.99	0
BRITISH INDUSTRIES LTD.	Block, John Arthur J. Block Invest.	BRITISH INDUSTRIES CLASS A	345	23Jun89	00				20000
			345	23Jun89	00 1				1134708
		BRITISH INDUSTRIES CLASS B	345	Jun89	10 1	145500		0.23 aprx.	1738726
CABLESHARE INC	Lerch, Marvin Gerald	CABLESHARE INC CLASS A	5	10May89	10	38000		0.33	61555
CABOT CAPITAL CORPORATION	Hamzic, Rina	CABOT CAPITAL CORP	5	31May89	30	770		2.50	1370
	Nix, Douglas		5	31May89	30	400		2.50	400
	Riis, Fred		5	31May89	30	3535		2.50	10198
	Sistilli, Carlo		5	31May89	30	1000		2.50	6417
CABOT TRUST COMPANY	Cabot Capital Corporation	CABOT TRUST CO	3	1Feb89	97				447359
		CABOT TRUST CO. IST PREF C	3	1Feb89	97				232480
CAE INDUSTRIES LTD.	Caisse De Depot Et Placement Du Quebec	C A E INDS LTD	3	24May89	10	90000		13.70	
			3	25May89	10	60000		13.94	
			3	26May89	10	45000		13.88	
			3	30May89	10	30000		14.13	
			3	30May89	10	37500		14.03	11092485
CAMBRIDGE SHOPPING CENTRES LIMITED	Braithwaite, J. Lorne	CAMBRIDGE SHOPPING 7.5% DEB.	45	11May89	20	5000000		1000.00	5000000
	Canadian National Railway Company, Trustee		3	18May89	10	45000000			45000000
	Cogliano, Michael G.		5	11May89	10	100000		1000.00	100000
			5	11May89	10	100000		1000.00	100000
	Good, Larry J.		5	11May89	10	100000		1000.00	100000
	Hagan, Jon N.		5	11May89	10	500000		1000.00	500000
	Jones, Colin D.		5	11May89	10	50000		1000.00	50000
	Meiers, Ronald L.		5	11May89	10	300000		1000.00	300000
	Miller, Rose		5	11May89	10	25000		1000.00	25000
	Pandachuck, Norman W.		5	11May89	10	100000		1000.00	100000
	Priddle, Donald F.		45	11May89	10	3650000		1000.00	3650000
	Raynor, Stephen K.		5	11May89	20	300000		1000.00	300000
	Tinmouth, William W.		5	11May89	20	250000		1000.00	250000
CANADA PACKERS INC.	MacKenzie, Alistair M.	CANADA PACKERS INC	5	16May89	10		200	14.00	5100
CANADIAN EXPRESS LIMITED	Pagurian Corporation Limited, The	CANADIAN EXPRESS LTD SRS	3	30May89	22		16666666	3.00	0
		1 PFD							
		CANADIAN EXPRESS SRS II	3	30May89	22		30769231	3.25	0
		PFD							
		CANADIAN EXPRESS SRS III	3	30May89	22		1000000	38.50	0
		PFD							
		CANADIAN EXPRESS SRS IV	3	30May89	22		1000000	55.00	0
		PFD							

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
CANADIAN FUTURITY OILS LTD.	Rabatch, William A.	CANADIAN FUTURITY CL A COMMON	45	11May89	20		5000	0.38	
			45	19May89	20		5000	0.37	309032
CANADIAN HOME SHOPPING NETWORK (CHSN) LTD.	Davidson, Martin	CANADIAN HOME SHOPPING NET	5	29Jun89	10		600	4.85	0
	Schwebel, Allan		5	26Jun89	10		1000	5.00	0
CANADIAN IMPERIAL BANK OF COMMERCE	Fortin, Jean-Luc	CDN IMP BK COMM	5	Jun89	20		1000	29.75	731
CANADIAN PACIFIC LIMITED	Benson, Kenneth Samuel	CANADIAN PACIFIC LTD OPTION	5	10May89	99				9037
		CANADIAN PACIFIC LTD ORDINARY	5	10May89	99				1137
	Fielding, Malcolm J.	CANADIAN PAC LTD CDN\$ PFD 4.0%	4						
	Alexander Centre Industries Limited			19May89	10 1	4800		1.15	8455729
		CANADIAN PAC LTD STER PFD 4.0%	4	8May89	10 1	200		1.05	1827382
CANAM MANAC GROUP INC., THE	Quirion, Paul-Andre	CANAM MANAC GROUP INC	5	21Feb89	40	27200			56000
CANCAPITAL CORPORATION	CanCapital Corporation	CANCAPITAL CORP	1	31May89	87	10700		4.60 aprx.	
			1	31May89	85		10700		0
CANFOR CORPORATION	Jacques, Wayne B.	CANFOR CORP	57	3May89	76	800		9.00	
			57	19May89	10		700	24.875	100
		CANFOR CORPORATION OPT	57	3May89	76		800	9.00	2000
	Stoilen, Sheldon T.	CANFOR CORP	567	1Jun89	00				6000
CANHORN MINING CORPORATION	Great Horn, Inc.	CANHORN MINING CORP	3	4Feb88	22	324850		2.50	974878
CARLIN GOLD COMPANY INC.	Beach, Wayne Gordon	CARLIN GOLD COMPANY INC.	4	9May89	10		5500	0.30	
			4	9May89	10		7000	0.36	
			4	9May89	10		20000	0.37	
			4	10May89	10	32500		0.35	422541
CASCADES INC.	Desaulniers, Andre	CASCADES INC	4	2Jun89	10		800	6.75	19200
		CASCADES INC. OPTIONS	4	29May89	40	47		0.90	47
CATHEDRAL GOLD CORPORATION	Devonshire, George Arthur James 256638 Alberta Ltd.	CATHEDRAL GOLD CORPORATION	4						
				1Jun89	10 1		1000	2.40	5000
	Glaister, Nancy E.	CATHEDRAL GOLD CORP OPT	5	4Apr89	96	7000			15000
	Imperial Metals Corporation Subsidiaries	CATHEDRAL GOLD CORPORATION	3	10Dec88	96	277784		3.00	277784
			3	7Jun89	10 1		6000	2.40	
			3	7Jun89	10 1		1500	2.35	
			3	7Jun89	10 1		2000	2.30	
			3	7Jun89	10 1		1000	2.25	
			3	7Jun89	10 1		4500	2.15	
			3	7Jun89	10 1		185000	2.10	3623130
CENTRAL CAPITAL CORPORATION	Dunn, Robert L.	CENTRAL CAP CORP CL A SUB VTG	78	11May89	10	2000		9.50	105000
CESSLAND CORPORATION LIMITED	Bishop, Walter Shaver	CESSLAND CORP LTD	3	9May89	10		5000	0.27	
			3	29May89	10		10000	0.28	250060
			3	29May89	00 1				584100
	Beltree Holdings Limited Birnamwood Investment Limited		3	29May89	10 1		10000	0.28	183552
CEVAXS CORPORATION	Biddelman, Paul	CEVAXS CORP. SENIOR NOTES	345	May89	10		28000		
			345	May89	10	72000			
			345	15May89	20		125000	0.25	592000
	Drexel Burnham Lambert Group Inc.			9May89	00 1				3250000
			346	9May89	00 1				13000000
			346	9May89	00 1				15495651
CHARAN INDUSTRIES INC.	Nease, Tom S.	CHARAN INDS INC	4	30May89	10	1000		1.20	1000
CHC HELICOPTER CORPORATION	Sobey, David F.	CHC HELICOPTER CORP COMM	4	23May89	00				5000
	Pauljan Limited		4	23May89	10 1	2000		4.20	20000
CHRYSLER CORPORATION	De Grandpre, A. Jean	CHRYSLER CORP	4	18Jun89	95	200		25.00	1325
	Gnerson, Ronald H. Family Trust		4	18May89	00 1				3375

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
CHUM LIMITED	Grantor Trust		4	18May89	95 1	200		25.00	11825
	Baiden, Taylor C.	CHUM LTD	5	1May89	20	441		22.75	1101
	Employee Stock Purchase Plan		5	1May89	30 1	68		22.00	1720
		CHUM LTD CL B	5	1May89	30 1	74		20.40	500
	CHUM Limited			18May89	87	10900		21.00	
				24May89	87	10600		21.25	
				24May89	85		21500		0
	Sherratt, Frederick George Fred Sherratt Limited		45	23May89	20 1		70000	21.00	110000
	Waters, Allan Frederick	CHUM LTD	453	1May89	00				3300
	Allan Waters Ltd.		453	1May89	00 1				2944851
	Stock Purchase Plan		453	1May89	30 1	137		22.00	8157
		CHUM LTD CL B	453	23May89	00				2400
	Allan Waters Ltd.		453	23May89	20 1	70000		21.00	112975
	Waters, James A. Purchase Plan		4	1May89	00				1200
			4	1May89	30 1	30		20.40	820
CLARUS CORPORATION	Waters, Ronald A. Purchase Plan		4	1May89	30 1	29		20.25	29
	Thompson, Colin Keith	CLARUS CORP MULTIPLE VOTING	5	15May89	20		2200	8.25	
			5	16May89	20		300	8.25	
			5	17May89	20		2500	8.25	0
	Montowr & Co.		5	17May89	00 1				30000
CO-STEEL INC.	Schmelzle, Christopher G.	CO STEEL INC SUB VOTING	45	16May89	10		10000	18.50	16788
COLONY PACIFIC EXPLORATIONS LTD.	Imperial Metals Corporation	COLONY PAC EXPL LTD	3	30May89	00				1598207
	E & B Explorations Ltd.		3	30May89	00 1				492200
	Geomex Minerals, Inc.		3	29May89	10 1	2500		0.70	
			3	30May89	10 1	2500		0.68	18500
COMMERCIAL FINANCIAL CORPORATION LIMITED	Hewett, Frank Robert	COMMERCIAL FINC CORP LTD	24	1Jun89	00				438620
	Simpark Limited		24	1Jun89	10 1	5000		4.00	44652
CONIAGAS MINES LIMITED, THE	Vaughan, David Howard Murray	CONIAGAS MINES LTD	45	1Jun89	10	17500		1.10	
			45	5Jun89	10	500		1.10	318800
CONSOLIDATED BRINCO LIMITED	Consolidated Brinco Ltd.	CONSOLIDATED BRINCO CLASS A	2	25May89	87	5400		3.80	38600
CONSOLIDATED NATURAL GAS COMPANY	Ernest, Raymond R.	CONS NATURAL GAS CO	5	8May89	76	202		34.375	8468
	Plans		5	8May89	00 1				16784
	McKeown, Laura J.		5	16May89	00				25
	Indirect Holdings		5	16May89	00 1				956
	Stewart, Thomas H.		5	11May89	10		4200	43.00	52
	Trustee-Alternate Thrift Trust		3	Jun89	10	24583		42.89	
			3	Jun89	97		41231		11391134
	Graymont Limited	CONS NOREX RES CORP	3	10May89	20	41000		5.00	3014360
CONSUMERS' GAS COMPANY LTD., THE	Martin, Robert William	CONSUMERS GAS CO LTD	4	23May89	10		813	26.375	3963
CONTOUR BLIND & SHADE (CANADA) LTD.	Simmons, John C.	CONTOUR BLIND & SHADE	345	23May89	10	2000		0.35	
			345	29May89	10	5000		0.33	893150
CONTROL DATA CORPORATION	Dawe, F. R.	CONTROL DATA CORP	5	25May89	10		5000	21.00	29992
	Perlman, Lawrence		45	1May89	10		5000	19.75	41400
CONWEST EXPLORATION COMPANY LIMITED	Kalman, James Alexander	CONWEST EXPL LTD CL B	45	26May89	76	30000		8.875	69930
	Kirkness, Keith R.		5	25May89	76	1800		8.875	
			5	25May89	10		1800	11.50	
			5	25May89	76	200		8.875	
			5	25May89	10		200	11.625	0
COOPERATIVE ENERGY DEVELOPMENT CORPORATION	Cooperative Energy Corporation	COOPERATIVE ENERGY CL A	3	25May89	10	700		3.65	2411024
CORONA CORPORATION	Clemis, Arthur	CORONA CORPORATION CLASS A	346	May89	76	5200		8.50	
			346	May89	76	78134		8.38	
			346	May89	10		83334		0

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		CORONA CORPORATION OPTIONS	346	May89	76		83334		0
CORONET CARPETS INC.	Bodenhamer, William T.	CORONET CARPETS INC	345	24May89	10	2800		3.40	2041300
			345	30May89	10	300		3.20	
CROSS CANADA RESOURCES INC.	Samis, John C.	CROSS CANADA RESOURCES INC.	345	6Mar89	10		15000	0.14	978500
			345	7Mar89	10		9500	0.17	
			345	19Apr89	10	10000		0.20	
			345	5May89	10		17000	0.13	
			345	5May89	10	2000		0.20	
CROWN X INC.	Shell, Arnold Joseph Wife's RRSP	CROWN X INC CL A	7	18May89	25		2030	5.875	3591
			7	18May89	25 1	2030		5.875	2030
	Wirth, Alfred G.	CROWN X INC CLASS A NON-VOTING CROWN X INC WARRANTS	28	12Jun89	97				5262
			28	12Jun89	97				2000
CSA MANAGEMENT LIMITED	CSA Management Limited	CSA MGMT LTD CLASS A	1	May89	87	6500		5.00	0
			1	May89	85		6500		
	Genge, Daniel Colin		5	1May89	30		200	5.00	22
	Lum, Hubert James		5	15May89	30	100		5.00	100
	McEwen, Robert Ross Evanachan Limited		45	15May89	30	125		4.50	19038
			45	15May89	00 1				182490
DERLAN INDUSTRIES LIMITED	Coughlan, Dermot	DERLAN IND LTD COMMON	45						
	Derland Holdings Inc. and 658459 Ontario Limited			24May89	10 1		20000	14.00	990934
DEVJO INDUSTRIES INC.	Latendresse, Jean-Maurice J.M. Latendresse Holdings	DEVJO INDUSTRIES INC.	7						
			7	14Apr89	10 1	500		0.86	
				20Apr89	10 1	500		0.86	50500
DEVTRAN PETROLEUM LTD.	Wade, James Pamiba Estates Limited	DEVTRAN PETE LTD	45	31May89	76	20000		0.81	28400
			45	31May89	10 1		3000	1.05	
			45	1Jun89	10 1		5000	1.05	7200
DIABRASIVE INTERNATIONAL LTD.	Noranda Inc.	COMMON	3	1Jun89	20	100000		1.20	3125000
DIASYN TECHNOLOGIES LIMITED	452203 Ontario Inc.	DIASYN TECHNOLOGIES	3	31May89	50		75000		800000
		DIASYN TECHNOLOGIES WARRANTS	3	31May89	50		575000		0
	Kossovsky, Nir	DIASYN TECHNOLOGIES	4	1Jun89	00				30000
	Wagner-Bartak C.	DIASYN TECHNOLOGIES WARRANTS	45	31May89	50	170000			170000
DISCOVERY WEST CORP	Rayrock Yellowknife Resources Limited	DISCOVERY WEST CORP DEBENTURES	3	30May89	20	1000000		100.00	1000000
DOLPHIN EXPLORATIONS LTD.	Carroll, Paul Aylward	DOLPHIN EXPL COMMON	6	4May89	10		18000	0.60	
			6	25May89	10		3000	0.55	
			6	30May89	10		6500	0.55	800
	RRSP		6	30May89	00 1				29100
DOMINION TEXTILE INC.	McAslan, Alex R.	DOMINION TEXTILE INC	5	8May89	30	5000		13.66	
			5	9May89	30		1500	14.38	
			5	9May89	30		1000	14.25	
			5	18May89	30		27	14.25	
			5	18May89	30		2300	14.38	7228
DOW CHEMICAL COMPANY, THE	Keil, Robert M.	DOW CHEM CO	45	5May89	50		3246		34919
	Savings Plan Wife		45	5May89	00 1				3006
			45	5May89	00 1				16000
DURKIN HAYES PUBLISHING LTD.	McPhail, Ian D. C.	11-1/2% CNV DEB	5						
	RRSP			19May89	10 1		25000	80.00	20000
DYNAMIC CAPITAL CORPORATION	Carroll, Paul Aylward	DYNAMIC CAP CORP CLASS A	4						
	Campac Development Corp			19May89	00 1				2500
EASTMAQUE GOLD MINES LTD.	VenturesTrident II L.P.	EASTMAQUE GOLD MINES LTD	3	6Jun89	10	120000		3.10	1324990
ENCOR INC.	Light, Walter Frederick The Light Trust	ENCOR INC COMMON	8	2May89	00				1000
			8	2May89	00 1				1000
	Noble, Donald A. Guaranty Trust		8	2May89	00 1				1500
EQUICAN CAPITAL CORPORATION	Litwin, F. A.	EQUICAN CAPITAL CL D, 1ST SR	36						
	BCI Management Ltd.			9May89	00 1				5000

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FLEET AEROSPACE CORPORATION	Marsh, John M.	FLEET AEROSPACE CORP CONV PFD	3	30May89	10		5000	0.83	
			3	30May89	10	1000		0.80	1224000
			4	9May89	10		2200	3.80	
			4	10May89	10		1500	3.80	0
FORD MOTOR COMPANY	Betti, John A. Supplemental Compensation Plan Trustee	FORD MOTOR CO	5	1May89	00				16266
			5	1May89	97 1	424			8633
			5	1May89	00 1				34304
	Frey, Stuart M.		5	17May89	50		230		8244
	Hausman, John Craig, Jr.		4	31May89	97	738			738
	Ross, Louis Robert		5	19May89	50		100		42604
GATEFORD RESOURCES INC.	Van Nest, Norman Gary Bridgebank Capital Corp N. G. Van Nest - RRSP	GATEFORD RES INC	345	24May89	00				101000
			345	2May89	20 1	400000			4040000
			345	16May89	10 1	30000		0.20	
			345	19May89	10 1	11000		0.25	
			345	23May89	10 1	7000		0.25	
			345	24May89	10 1	3000		0.20	
			345	24May89	10 1	7000		0.25	93000
	Bridgebank Capital Corp	GATEFORD RES INC WARRANTS	345	2May89	20 1	200000			2200000
GENERAL MOTORS CORPORATION	Brown, Barton	GENERAL MOTORS CORP	5						
				8May89	10 1	2740		39.63	
	Savings Stock Purchase Program		5	8May89	10 1		2519	39.63	1615
	Golden, Charles Edward Trustee	GENERAL MOTORS CORP CLASS E	5	19May89	00				1212
			5	19May89	00 1				2414
			5	19May89	00				386
	Trustee	GENERAL MOTORS CORP CLASS H	5	19May89	00 1				39
			5	19May89	00				998
	Trustee		5	19May89	00 1				61
	Middlebrook, John G.	GENERAL MOTORS CORP CLASS E	5	24May89	10		400	51.125	292
			5	15May89	10		500	27.00	922
	Mutchler, E. Michael Wife	GENERAL MOTORS CORP	5	15May89	50		2467		
			5	15May89	50		770		2761
			5	31May89	50 1	2467			2467
	Vaughan, Clifford J.		5	24May89	76	1870		34.50	
			5	24May89	76		881		
			5	24May89	76	610		38.50	
			5	24May89	76		350		
			5	24May89	76	610		36.80	
	Wallace, Frank Trustee			24May89	76		349		5834
			0	19May89	00				3448
			0	19May89	00 1				2388
			0	19May89	00 1				24
			0	19May89	00				1158
	Trustee		0	19May89	00 1				51
GENERAL PUBLIC UTILITIES CORPORATION	Appeli, Louis J.	GENERAL PUB UTILS CORP	4	3May89	95	100		37.00 US	2237
	Bainton, Donald J.		4	3May89	95	100		37.00 US	1100
	Black, Theodore H.		4	3May89	95	100		37.00 US	600
	Grove, David L.		4	3May89	95	100		37.00 US	400
	Henderson, Henry F.		4	3May89	95	100		37.00 US	300
	Kuhns, William G. Indirect Holdings		4	3May89	95	100		37.00 US	10218
			4	3May89	00 1				79
	Oswald, John Wieland		4	3May89	95	100		37.00 US	300
	Pietruski, John M.		4	3May89	95	100		37.00 US	
			4	8May89	10	800		37.00 US	1100
	Rein, Catherine A.		4	3May89	95	100		37.00 US	300
	Roedel, Paul R.		4	3May89	95	100		37.00 US	400
GLENCAIRN EXPLORATIONS LTD.	Stephenson, Laurence G.	GLENCAIRN EXPLORATIONS COMMON	4	31Mar89	99		2000	0.62	122000
GLOBEX BIOTECHNOLOGIES INC.	Cole, Martin R.	GLOBEX FINANCIAL INC. COMMON	345	10Apr89	00				123000

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	Bustin Investment Corp.	GLOBEX FINANCIAL OPTIONS	345	10Apr89	10 1		38000	0.90	
			345	10Apr89	10 1	15000	0.90	148600	
	Bustin Investment Corp.		345	24Apr89	00		40000		
			345	24Apr89	96 1	125000	125000		
GOLDEN STAR RESOURCES LTD.	Lefebvre, Jean-Pierre	GOLDEN STAR RESOURCES CL A	4						
	Croesus Capcorp Inc.			23May89	10 1	37500		2.20	378300
GRANGES EXPLORATION LTD.	Anderson, Myles Norman	GRANGES EXPLORATION LTD.	4	24May89	00				1000
GREAT-WEST LIFECO INC.	Mathews, Kenneth E.		4	24May89	00				4000
	Berlis, Douglas Albert	GREAT WEST LIFECO INC	7	21Oct88	00				
			7	1Jun89	10	3000	15.00	3000	
	Great-West Life Assurance Company, The		2	1May89	10		3000	14.375	8000
GREATER LENORA RESOURCES CORP.	Kasner, Robert J.	GREATER LENORA RES CORP COMMON	35	2May89	10	1000		0.71	
			35	12May89	10	1000		0.69	
			35	25May89	10	5000		0.65	
			35	26May89	10	2000		0.61	85985
GUARDIAN CAPITAL GROUP LIMITED	Guardian Capital Group Limited	GUARDIAN CAPITAL GRP LTD CL A	1	12May89	85		2000		
			1	23May89	10	600		4.80	600
GULF CANADA RESOURCES LIMITED	Olympia & York Developments Limited	GULF CANADA RES. LTD. ORD SHS	3	5May89	10	350000		15.125	1683332
	M.A. Cohen and G.I. Newman, In Trust		3	5May89	00 1				150000
	O&Y Energy Holdings Limited		3	5May89	00 1				113845523
HEES INTERNATIONAL BANCORP INC.	Edper Investments Ltd.	HEES INTL CORP	3						
	Hees International Corp	HEES SUB CONV AUCTION NOTES II	3	30May89	20 1	7294167		30.00	35145939
				25May89	20	90000000			90000000
HILLCREST RESOURCES LTD.	Cohos, Peter	HILLCREST RESOURCES LTD.	4						
	Great Elephant & Rabbit Trading Co. Ltd.			24May89	10 1	10600		1.45	191434
HTTL ENTERPRISES INC.	831466 Ontario Inc.	HTTL ENTERPRISES INC COMMON	3	16May89	20	1726040		0.11	1726040
IMASCO LIMITED	Dagneau, Marius	IMASCO LTD	8						
	Imperial Tobacco ESBP			1Jan89	30 1	632		32.08	6297
	Levitt, Brian		4	4May89	00				700
IMPERIAL METALS CORPORATION	Nikic, Zarko	IMPERIAL METALS CORP	5	23May89	10	2000		1.10	
			5	30May89	10	500		1.15	35500
INCO LIMITED	Allen, John O.	INCO LTD	45	22May89	76	387		14.85 US	
			45	22May89	76	13		10.48 US	432
	Inco Limited		1	1May89	87	1500		30.75 US	
		1	1May89	87	4800		30.88 US		
		1	1May89	87	2200		31.00 US		
		1	1May89	87	1500		31.13 US		
		1	1May89	87	11000		36.75		
		1	2May89	87	16000		36.64		
		1	2May89	87	6000		31.13 US		
		1	2May89	87	4000		31.00 US		
		1	3May89	87	3000		36.38		
		1	3May89	87	4000		30.63 US		
		1	3May89	87	4500		30.75 US		
		1	3May89	87	1500		30.88 US		
		1	4May89	87	21000		35.77		
		1	4May89	87	2000		30.25 US		
		1	4May89	87	4000		30.38 US		
		1	4May89	87	100		30.13 US		
		1	4May89	87	1900		30.00 US		
		1	4May89	87	2000		30.63 US		
		1	5May89	87	23000		35.58		
		1	5May89	87	6400		30.13 US		
		1	5May89	87	3600		30.00 US		
		1	8May89	87	12000		35.25		
		1	8May89	87	2100		30.00 US		
		1	8May89	87	3500		29.63 US		
		1	8May89	87	700		29.75 US		
		1	8May89	87	3700		29.88 US		
		1	9May89	87	21000		35.66		
		1	9May89	87	1900		29.88 US		
	1	9May89	87	3200		30.00 US			
	1	9May89	87	2900		30.13 US			
	1	9May89	87	2000		30.25 US			

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
			1	10May89	87	15000		35.83	
			1	10May89	87	8000		30.13 US	
			1	10May89	87	1000		30.38 US	
			1	10May89	87	1000		30.75 US	
			1	11May89	87	9000		36.79	
			1	11May89	87	1100		30.75 US	
			1	11May89	87	8900		31.00 US	
			1	12May89	87	15000		36.98	
			1	12May89	87	6000		31.25 US	
			1	12May89	87	4000		31.13 US	
			1	15May89	87	12000		37.69	
			1	15May89	87	1000		31.50 US	
			1	15May89	87	2100		31.75 US	
			1	15May89	87	1800		31.88 US	
			1	15May89	87	1100		32.13 US	
			1	15May89	87	2000		32.25 US	
			1	15May89	87	1000		32.38 US	
			1	15May89	87	1000		32.50 US	
			1	16May89	87	18000		38.00	
			1	16May89	87	300		31.75 US	
			1	16May89	87	3700		31.88 US	
			1	16May89	87	5000		32.13 US	
			1	16May89	87	1000		32.25 US	
			1	17May89	87	18000		37.56	
			1	17May89	87	400		31.25 US	
			1	17May89	87	2400		31.38 US	
			1	17May89	87	7200		31.50 US	
			1	18May89	87	9000		37.63	
			1	18May89	87	6700		31.50 US	
			1	18May89	87	3300		31.63 US	
			1	19May89	87	18000		37.19	
			1	19May89	87	1500		30.75 US	
			1	19May89	87	3500		31.00 US	
			1	19May89	87	1600		31.38 US	
			1	19May89	87	3400		31.50 US	
			1	22May89	87	1000		30.50 US	
			1	22May89	87	4600		30.75 US	
			1	22May89	87	1800		30.25 US	
			1	22May89	87	2600		30.38 US	
			1	23May89	87	15000		35.78	
			1	23May89	87	3200		29.75 US	
			1	23May89	87	400		29.88 US	
			1	23May89	87	4300		30.00 US	
			1	23May89	87	2100		30.13 US	
			1	24May89	87	15000		35.50	
			1	24May89	87	4200		29.50 US	
			1	24May89	87	15800		29.63 US	
			1	25May89	87	6000		36.19	
			1	25May89	87	1900		29.88 US	
			1	25May89	87	8100		30.13 US	
			1	26May89	87	12000		36.06	
			1	26May89	87	15200		30.00 US	
			1	29May89	87	6500		35.93	
			1	30May89	87	15500		35.75	
			1	30May89	87	5400		29.50 US	
			1	30May89	87	6200		29.63 US	
			1	30May89	87	8400		29.75 US	
			1	31May89	87	15000		35.70	
			1	31May89	87	5200		29.50 US	
			1	31May89	87	14800		29.63 US	615200
		INCO LTD SRS B PFD	1	1May89	10	200		22.00	
			1	11May89	10	300		22.25	
			1	19May89	10	1900		22.13	
			1	25May89	10	400		22.00	630300
		INCO LTD SRS C PFD	1	18May89	85	900		52.53	
			1	29May89	85	450		49.21	3500885
	Tundermann, John H.	INCO LTD	8	15May89	10		300	32.00 US	526
INTERACTION RESOURCES LTD	Coulter, William J.	INTERACTION RES LTD COMMON	4	11May89	10		2000	0.70	
			4	17May89	10		5000	0.45	
			4	19May89	10		10000	0.30	
			4	26May89	22	10000		0.43	281233
INTERNATIONAL FOREST PRODUCTS LIMITED	Sitter, Robert M.	INTL FOREST PRODUCTS RED PREF	5	24May89	10		2000	6.75	0
INVERNESS PETROLEUM LTD.	D'Angelo, Peter	INVERNESS PETE LTD	4	26May89	00				14476
	First Marathon Overbrook Ltd Prtship		4	26May89	10 1	124200		3.80	124200
			4	26May89	00 1				135600
INVESTORS GROUP INC.	Great-West Life Assurance Company, The	INVESTORS GROUP INC	8	1May89	10		1700	18.00	5400
IPSCO INC.	Acquaviva, Richard	IPSCO INC	5	25May89	60		10000	18.75	
			5	1Jun89	76	2500		9.75	
			5	1Jun89	76	7500		14.875	0
		IPSCO INC OPTIONS	5	1Jun89	76		2500	9.75	
			5	1Jun89	76		7500	14.875	0
JOHN LABATT LIMITED	Desjardins, Pierre ESOP - 88	JOHN LABATT LTD	7	8May89	00 1				25000

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	RRSP		7	8May89	10 1		450	22.75	0
	Fraser, Raymond Bruce		5	19May89	30	400		9.678	
			5	19May89	10		400	23.50	
			5	23May89	30	4800		9.678	
			5	23May89	30	200		9.678	
			5	23May89	10		5000	23.25	
			5	26May89	30	4600		9.678	
			5	26May89	10		4600	23.50	
			5	2Jun89	30	5000		9.678	
			5	2Jun89	10		4800	24.125	
			5	2Jun89	10		200	24.625	0
	Exec. Share Purchase Plan-1983		5	19May89	30 1		400		
			5	23May89	30 1		4800		
			5	23May89	30 1		200		
			5	26May89	30 1		4600		
			5	2Jun89	30 1		5000		50000
	Stephenson, Lorne C. ESPP 88		7						
			7	21Apr89	30 1		10000		10000
	Plan 1983		7	21Apr89	00 1				13300
	Wilder, William Price	JOHN LABATT LTD ADJ CNV SB DEB	4						
	Whitshed Limited			15May89	10 1		500000	85.875	0
JOHNSON & JOHNSON	Dankis, Victor J. Son Wife	JOHNSON & JOHNSON	4	26Apr89	84	42578			85156
			4	26Apr89	84 1	150			300
			4	26Apr89	84 1	250			500
KANATA HOTELS INTERNATIONAL INC.	Abramson, Herbert	KANATA HOTELS INTL INC	4	30May89	10	500	300000	1.05	341749
	Technifund Inc.		4	30May89	00 1				498729
	Skazin, Paul R.A.E.		7	24May89	10	2000		1.10	2000
KERR-MCGEE CORPORATION	Ratcliff, Gene A.	KERR MCGEE CORP	5	2May89	76	1085		48.50	5067
	Rauh, J. Michael		5	5Feb89	10	110		48.50	312
LAILAW TRANSPORTATION LIMITED	Cairns, Ivan Robert	LAILAW TRANSP LTD CLASS B	5	3May89	10		500	15.57	
			5	4May89	10		2500	15.63	
			5	5May89	10		9200	15.63	
			5	12May89	10		3800	15.63	84000
	120516 Canada Ltd.		5	1May89	00 1				78000
		OPTIONS	5	1May89	96	27000			27000
	Cook, Donald Bruce	LAILAW TRANSP LTD CLASS A	8	3Feb89	76	125		18.00	125
		LAILAW TRANSP LTD CLASS B	8	1May89	76	13500		2.589	
			8	5May89	10		13500	15.625	0
	Guilford, Nigel Gareth Hugh		8	1May89	96	13500			20250
	Hallsworth, Peter		5	1May89	96	4500			9000
	Nolan, John Edward	OPTIONS	8	1May89	96				31500
LAKEWOOD FOREST PRODUCTS LTD.	Ward, Ian James	LAKEWOOD FOREST PRD	456	12May89	10		14500	1.10	
			456	15May89	10		500	1.00	100000
	Signet Holdings Inc. Wards, Bedas (Canada)		456	15May89	10 1		5000	1.00	2003223
			456	15May89	00 1				47706
LAURENTIAN GROUP CORPORATION, THE	Place, William B	LAURENTIAN GROUP CORP OPTION	0	21Mar89	96	27253		6.75	27253
LE GROUPE VIDEOTRON LTEE	Lion, Jean-Pascal	LE GROUPE VIDEOTRON LTEE	5	23May89	10		500	18.125	6015
LENOX POLYMERS LIMITED	Kurple, Kenneth R.	LENOX POLYMERS LTD.	345	10Mar89	00				1743334
	Kurpyl, Jay J.		35	10Mar89	00				890000
LINAMAR MACHINE LIMITED	Brunnmeier, Friedrich	LINAMAR MACHINE LTD	5	23May89	10		500	4.95	0
	Linamar Machine Limited		1	24May89	87	1000		5.00	
			1	24May89	85		1000	5.00	0
LONVEST CORPORATION	Epp, Norman Douglas	LONVEST CORP WARRANTS	7	23May89	30	10000		19.07	36300
LOUISIANA LAND AND EXPLORATION COMPANY, THE	Timken, W.R. Jr.	LOUISIANA LD & EXPL CO	4	7Jun89	50		2420		49855
	Edith K. Timken Trust No. III		4	7Jun89	00 1				9350
LUMONICS INC.	Brown, Robert Ernest	LUMONICS INC	4	15May89	76	10000		5.875	
			4	15May89	22		10000	7.75	0
	Closs, M.J.		4	15May89	76	10000		5.00	
			4	15May89	22		10000	7.75	0

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LUXMAR RESOURCES INC.	Kelley, Stafford K.	LUXMAR RESOURCES INC.	0	15May89	10		1000	1.18	500
MACLEAN HUNTER LIMITED	Gilmour, George William	MACLEAN HUNTER LTD CLASS X	5	25Apr89	25		10520		186000
	DPSP/ASP		5	25Apr89	25 1	10520			15195
	Maclean Hunter Holdings Limited		3	5May89	30	144986		12.326	32638593
MANRIDGE EXPLORATIONS LIMITED	Mockler, Hubert Joseph	MANRIDGE EXPLS LTD		26May88	10	16000		0.16	1250000
	RRSP			26May88	00 1				569942
MARITIME TELEGRAPH AND TELEPHONE CO. LTD.	Morash, Frederick Douglas	MARITIME TELEG & TEL LTD	5	23Feb89	25		70	16.50	
	Atlantic Trust		5	17May89	10		300	17.00	603
	Carole M. Morash		5	23Feb89	25 1	70		16.50	172
	RRSP		5	23Feb89	00 1				8
			5	17May89	00 1				7806
MCADAM RESOURCES INC.	Muscocho Explorations Limited	MCADAM RESOURCES IUNC.	3	24May89	10	9000		0.68	2248444
MCDONALD'S CORPORATION	Beckwith, Joseph M.	MCDONALD'S CORP	5	15May89	76	7515		17.00 aprx.	
			5	15May89	97		3559		9988
	Christian, Richard J.		5	27Apr89	10		13231	54.75	0
	Roche, Edward J.		5	10May89	20		2644	56.00	
			5	11May89	20		3497	56.75	3539
	Schrage, Paul Daniel		5	22May89	76	9113		9.752	
			5	22May89	97		3203		14940
MCNEIL, MANTHA, INC.	Breton, Francois	MCNEIL, MANTHA, INC COMMON	5	31May89	20	5000		2.07	81222
	Desaulniers, Andre		345	26May89	10		1000	2.30	
			345	29May89	10		1000	2.25	
			345	31May89	20	33000		2.07	
			345	31May89	20	900		2.00	
			345	31May89	20	700		1.88	1350185
	Desormeaux, Raymond		345	26May89	10		1000	2.30	
			345	29May89	10		1000	2.25	
			345	31May89	20	33000		2.07	
			345	31May89	20	900		2.00	
			345	31May89	20	700		1.88	1350185
	Jalabert, Louis		5	10May89	10	3500		2.35	7000
MCNELLEN RESOURCES INC.	Echo Bay Mines Ltd.	MCNELLEN RES INC	3	18May89	10	132000		1.55	5905400
MDC CORPORATION	Elmaleh, Lou	MDC CORPORATION CL A SUB VTG	4	19May89	10		3500	0.53	
			4	23May89	10		6500	0.53	0
MDS HEALTH GROUP LIMITED	Nixon, John C.	M D S HEALTH GRP CL B NON-VTG	4	30May89	76	2500		17.25	11000
	CDS		4	30May89	00 1				6000
	Tronbar & Co.		4	30May89	00 1				2692
MEMOTEC DATA INC	Addey-Jibb, Simon F.	MEMOTEC DATA INC	2	31Mar89	30	355		9.957	2286
	Demers, Jacques		2	31Mar89	10	45		10.05	1595
MERIDIAN TECHNOLOGIES INC.	Griffin, Scott	MERIDIAN TECH INC	45	2May89	50		10000		294714
	780359 Ontario Inc.		45	2May89	00 1				250600
	RRSP		45	2May89	00 1				2440
	Share Option Plan		45	2May89	00 1				335000
	Share Purchase Plan		45	2May89	00 1				75000
MICC INVESTMENTS LIMITED	Central Capital Corporation	M I C C INVTS LTD	38	16May89	10	682		14.375	
			38	17May89	10	500		14.375	
			38	17May89	10	500		14.50	
			38	18May89	10	3099		14.375	
			38	19May89	10	3000		14.375	
			38	24May89	10	100000		14.375	
			38	26May89	10	8500		14.50	21462215
	Central Guaranty Trust Company		38	26May89	00 1				3335408
	United Financial Management Limited		38	26May89	00 1				9912361
	Cohen, H. Reuben		43	23May89	97	303		10.52	3335
	Ellen, Leonard		3	23May89	97	303		10.52	3335
MILL CITY GOLD MINING CORP.	Marshall, Patricia Diane	MILL CITY GOLD INC	3	11May89	10		5000	0.12	
			3	11May89	10		80000	0.13	286939
MINEFINDERS CORPORATION LTD	Fordel Holdings Inc.	MINEFINDERS CORP LTD	3						
	Indirect Holdings			18May89	10 1		1000000	1.85 aprx.	513000

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MISTANGO CONSOLIDATED RESOURCES LIMITED	Camreco Inc.	MISTANGO CONS RES LTD	3	26Apr89	78	38590		0.20	2277485
MITEL CORPORATION	Betsalel, Harvey	MITEL CORP	5	29May89	10	1500		3.10	3500
		MITEL CORP PFD R & D	5	30May89	10	200		17.875	200
	Jarvis, John E.		4	31May89	10	400		18.125	400
MOBIL CORPORATION	Adams, Rex D. Daughter	MOBIL CORP	5	25May89	10	1394		51.375	12282
			5	25May89	00 1				10
	Murray, Allen E. Daughter		45	25May89	10	14089		51.375	89526
			45	25May89	00 1				300
MONTREAL TRUSTCO INC.	Great-West Life Assurance Company, The	MONTREAL TRUSTCO INC SR A	8	1May89	10		12800	23.50	0
MOORE CORPORATION LIMITED	Pruter, Thomas J.	MOORE CORP LTD	5	15May89	50		600	30.00	
			5	19May89	10		6800	30.75 aprx.	933
MORDEN & HELWIG GROUP INC.	Morden & Helwig Group Inc.	MORDEN & HELWIG GROUP SUB-VTG	1	17May89	87	17200		7.00	
			1	24May89	87	900		6.875	
			1	24May89	85		18100		0
MORRISON PETROLEUMS LTD	Lee, Polam First Marathon Merrill Lynch	MORRISON PETE LTD	5						
			5	24May89 31May89	10 1 10 1		6400 2000	9.25 9.50	4700 2700
MPG INVESTMENT CORPORATION LIMITED	Holt, James V.	M P G INVT LTD	5	18May89	10		800	8.00	
			5	18May89	10		480	8.00	0
MR. JAX FASHIONS INC.	Pekarsky, Daniel U.	MR JAX FASHIONS INC	4	23May89	10	600		5.25	
			4	24May89	10	200		5.25	8500
MRP PETROLEUMS INC.	MacDonald, James	MRP PETE INC	4	30May89	10		35000	0.35 aprx.	
			4	7Jun89	10		5000	0.35	25000
MSV RESOURCES INC.	Boudreault, Pierre	MSV RESOURCES INC CLASS A	5	31Mar89	96	25000		0.85	25000
	Caron, Mario		45	31Mar89	96	75000		0.85	145000
	Ross, Charlene Heien Nesbitt Thomson		5	31Mar89	96	10000		0.85	12000
			5	31Mar89	00 1				2000
MULTIREAL PROPERTIES INC.	Multireal Properties Inc.	MULTIREAL PROPERTIES INC.	3	1May89	10	2000		0.26	
			3	2May89	10	1000		0.26	
			3	3May89	10	7500		0.26	
			3	8May89	10	1500		0.28	
			3	24May89	10	1000		0.28	
			3	25May89	10	8500		0.25	
			3	2Jun89	10	1000		0.16	
			3	6Jun89	10	10250		0.20	304250
MURGOR RESOURCES INC.	Stoch, Jack	MURGOR RES INC	4	5Apr89	00				20000
MUSCOCHO EXPLORATIONS LTD.	Echo Bay Mines Ltd.	MUSCOCHO EXPL LTD	3	17May89	10	4100		3.50	
			3	17May89	10	270500		3.55	
			3	17May89	10	30500		3.60	
			3	19May89	10	53000		3.51	
			3	23May89	10	11500		3.35	11212291
NAHANNI MINES LIMITED	Harquail, J.A.	NAHANNI MINES LTD	345	16May89	10	2000		0.31	
			345	17May89	10	1000		0.31	621169
NALCAP HOLDINGS INC	Nalcap Holdings Inc.	NALCAP HOLDINGS INC COMMON	0	1May89	22	11300		30.82	11300
NATIONAL BANK OF CANADA	DesRosiers, Philippe	NATIONAL BANK OF CANADA	8	1May89	00				148173
	Raymond, James D. Wife		4	6Jun89	35	61			176267
			4	6Jun89	35 1	61			4496
NATIONAL BUSINESS SYSTEMS INC.	Deebon Limited	NTL BUSINESS SYSTEMS INC	8	30May89	10		1000	1.19	
			8	30May89	10		3000	1.21	0
NATIONAL SEA PRODUCTS LIMITED	Halifax Developments Limited	NTL SEA PRODUCTS LTD	3	10May89	20		340000	9.75	1306898
NATIONAL TRUST COMPANY	NVG Holdings Limited	NATIONAL TRUST COMPANY	3	3May89	10	10000		26.45	
			3	10May89	10	7500		26.58	
			3	23May89	10	116500		26.55	8500077
NATIONAL TRUSTCO INC.	Mehlenbacher, Bryan Victor	NATIONAL TRUSTCO INC	45	23May89	78	4600		26.50	
			45	24May89	78	66		27.00	15000
NELSON VENDING TECHNOLOGY LIMITED	Nelson Holdings International Ltd.	NELSON VENDING TECH. COMMON	3	19May89	20	17617685		0.33	

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NEWALTA CORPORATION	Sifton, Ronald Les BPOM Resources Ltd. RRSP	NEWALTA CORPORATION	3	29May89	20		2000000		33513951
			45	1May89	20		100000	0.65	131200
			45	1May89	00 1				147380
			45	1May89	00 1				34500
NEWHAWK GOLD MINES LTD.	Newhawk Gold Mines Ltd. (N.P.L.)	NEWHAWK GOLD MINES LTD	1	28Apr89	87	10000		2.09	
			1	28Apr89	87	10000		2.10	
			1	16May89	87	72700		1.67 aprx.	92700
NEWTEL ENTERPRISES LIMITED	Benson, Robert Harvey	NEWTEL ENTERPRISES LTD	5	19May89	10		400	19.50	86
	Fagan, Frank Frederick		5	8Mar89	30	698		17.75	
			5	30Apr89	30	13		16.53	611
NORAD RESOURCES LTD.	Withers, Vincent George		5	24May89	10		694	19.75	550
NORANDA INC.	Ogryzlo, Stephen P.	KNUTSON MINING CORP LTD	4	12Dec88	00				80000
NORANDA INC.	Hendrick, Keith Coleman	NORANDA INC	5	19May89	10		500	22.875	
			5	23May89	10		500	22.125	87589
NORTHERN CANADA MINES, LIMITED	Eastcan Trading Limited	NORTHERN CANADA MINES LTD	0	4May89	10	500		2.90	5700
NORTHERN TELEPHONE LIMITED	BCE Inc.	NORTHERN TELEPHONE LTD	3	23May89	25		3038861		0
	Tele-Direct (Publications Inc.)		3	23May89	25 1	3038861			3038861
	Cooper, Murray		4	25May89	20	50		11.00	50
NORTHWAY EXPLORATIONS LIMITED	Pollock, Barbara C.	NORTHWAY EXPLS LTD	45	2May89	20		10000	0.50	1
NOVA CORPORATION OF ALBERTA	Pollock, John Arthur J. P. Management Jonpol Investments Ltd.		453	15May89	00				35000
			453	15May89	10 1	30000		0.35	300000
			453	8May89	10 1	3400		0.33	
			453	15May89	10 1		30000	0.35	0
	Estey, Willard Z.	NOVA CORPORATION OF ALBERTA	4	17May89	10	1000		11.125	1000
	Howard, John A	NOVA CORPTN OF ALBERTA OPTION	7	6Jun89	76	25000		8.75	
			7	6Jun89	10		25000	10.875	0
			7	6Jun89	76		25000		125000
	McConaghy, Dennis John	NOVA CORPORATION OF ALBERTA	7						
	Savings Plan	NOVA CORPTN OF ALBERTA OPTION	7	1Mar89	00 1				1150
			7	1Mar89	00				10000
	Poole, Albert Terence	NOVA CORPORATION OF ALBERTA	5	6Jun89	10	1700		10.875	2000
	Stephenson, William Kenneth Purchase Plan		7						
				20Feb89	35 1	292			292
NOVA-COGESCO RESOURCES INC.	Caron, Mario	NOVA-COGESCO RESOURCES INC.	4568	3Mar89	96	50000		0.95	50000
	Ross, Charlene Helen		58	25Apr89	96	10000		0.79	10000
OKANAGAN SKEENA GROUP LIMITED	Weatherall, John	OKANAGAN SKEENA GROUP	346						
				30May89	10 1	10000		7.50	260000
			346	3May89	10 1	1500		5.75	
			346	29May89	10 1	3500		7.50	23585
OLCO PETROLEUM GROUP INC.	Kaneb, Wilfred	OLCO PETE GROUP INC CLASS A	45	10Jan89	10	500		3.45	
			45	17Jan89	10	500		3.35	
			45	17Apr89	10	2000		3.40	
			45	23May89	10	1000		3.15	8000
			45	28Oct88	10 1	5000		3.90	5000
ORBIT OIL & GAS LTD.	Grafton Thomas James CDS & Co. (156)	ORBIT OIL & GAS LTD	5						
				5Jun89	30 1	232		0.69	2296
	Orbit Oil & Gas Ltd.	7.5% CL-A PFD-2	3	25May89	10	20000		5.50	
			3	25May89	87		20000	5.50	0
PANHANDLE EASTERN CORPORATION	Teare, Charles Anton	ORBIT OIL & GAS LTD	45	1May89	30	2609		0.69	13702
	Sieger, John A.	PANHANDLE EASTERN CORP	5	5Apr89	10		50		577
	Smith, Cyril J.		5	5Aug99	76	2836		16.36	4016
PINNACLE RESOURCES LTD.	Clark, Stuart G.	PINNACLE RES LTD	345	25May89	20		2000	1.50	243000

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PLEXUS RESOURCES CORPORATION	Michener, Charles E.	PLEXUS RES CORP	4	10May89	10	10000		2.55	15102
POLYORE CAPITAL INC.	Allied Portfolio Corporation	POLY ORES MINING COMPANY LTD.	3	31May89	20	61000		0.80	189412
POLYSOURCE INDUSTRIES LTD.	Shrimpton, John Rennards	OPTION	4	22Aug88	96			0.75	50000
		POLYSOURCE IND. LTD.	4	15May89	10	10000		0.65	35001
QUADRA LOGIC TECHNOLOGIES INC.	Lemieux, Edmond Arthur	QUADRA LOGIC TECH OPTIONS	4	24May89	97	50000			50000
QUAKER OATS COMPANY, THE	Grant, Jon King	QUAKER OATS CO	5	15May89	10		880		400
QUEENSTAKE RESOURCES LTD.	Currie, James A	QUEENSTAKE RES LTD OPTION	5	May89	96				75000
	Downing, Beverly D.		5	18May89	96	30000		0.87	60000
	Gutrath, Gordon C.		45	18May89	96	100000		0.87	200000
	Meyer, Doris A.		5	18May89	96	30000		0.87	60000
	Rand, William A.	RFC RES FINANCE CORP	5	3Mar89	10		1800	3.00	
R.F.C. RESOURCE FINANCE CORPORATION	First Northern Mortgage Co. Inc.		5	1Mar89	10 1		1100	3.00	
			5	3Mar89	10 1		1800	3.00	
			5	6Mar89	10 1		300	3.00	
			5	17Mar89	10 1		3000	2.70	
			5	30May89	10 1		2000	2.70	46400
RANGER OIL LIMITED	Bowman, Gordon H.	RANGER OIL LTD	45	29May89	10		4964	6.625	0
REA GOLD CORPORATION	Cassiar Mining Corporation San Antonio Gold Ltd.	REA GOLD CORP	3						
				29May89	10 1	47000		2.65	2354000
			3	30May89	10 1	8000		2.65	2362000
			3	30May89	10 1	32000		2.55	2394000
			3	30May89	10 1	15000		2.60	2409000
			3	1Jun89	10 1	1500		2.50	2410500
			3	1Jun89	10 1	85000		2.55	2495500
			3	2Jun89	10 1	22600		2.60	2518100
RED LAKE BUFFALO RESOURCES LTD	De Rouin, Marcel		6	7Jun89	10		3000	3.03 aprx.	0
	751168 Ontario Limited	RED LAKE BUFFALO RESOURCES LTD	3	19May89	20		25000	33.20	600000
	Morlock, James Hyde		35	25May89	10	500		0.25	505500
			35	26May89	10	500		0.30	506000
REDPATH INDUSTRIES LIMITED	Barford, Ralph MacKenzie	REDPATH INDS LTD	4						
	Valford Holdings			10May89	22 1		10000	20.375	0
REDSTONE RESOURCES INC.	Schulich, Seymour	REDSTONE RES INC	4	16May89	10	67500		0.72	180000
REED STENHOUSE COMPANIES LIMITED	Sydor, Daniel Joseph	REED STENHOUSE CLASS I SPECIAL	5	Mar89	30	223			1629
	Wilson, William Moore		45	31Mar89	99	1842		28.68	26665
RENAISSANCE ENERGY LTD.	Greene, Ronald G.	RENAISSANCE ENERGY LTD	45	19May89	10		5000	15.25	586379
	Paget, James Robert		45	1May89	10		1000	15.00	39163
RENEAUX CAPITAL INC.	Kondrat, Arnold T.	RENEAUX CAPITAL INC. COMMON	345	25May89	10	5000		0.10	7167
REPAP ENTERPRISES INC.	De Grandpre, A. Jean	REPAP ENTERPRISES SUB VOTING	4						
	Chodeg Investments Inc.			22Mar89	10 1	1000		13.125	1000
	Lightfoot, Reginald G.		7	Feb89	97	20001			20001
RESOLUTE CORPORATION, THE	Augdome Corporation Limited	RESOLUTE PETROLEUMS LTD	3	28Apr89	10	539		1.44	104386
REVENUE PROPERTIES COMPANY LIMITED	Hellen, Paul	REVENUE PPTYS CO LTD CLASS B	5						
	R.R.S.P.-Joint Tenants RRSP			9May89	25 1	5991		4.10	21000
			5	9May89	25 1		5991	4.10	0
	Tanz, Mark	REVENUE PPTYS CO LTD CLASS A	43						
	United Income Properties Limited			3May89	10 1	5700		4.90	
RIMOIL CORPORATION, THE	Boyd, Edson Finance & Management Ltd RIM Resources Inc.	CLASS B	45						3134
			45	Dec88	99 1				234

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	Resource Investments Managers Inc.		45	Dec88	99 1				1134
RMD PROPERTIES I	Midland Doherty Limited	LTD. PARTNERSHIP UNITS	1	8Jun89	10		396		0
ROCKFORD MINERALS INC.	Northfield Minerals Inc.	ROCKFORD MINERALS INC.	3	14Apr89	20		250000	0.07	8238849
			3	29May89	00	608388			608388
			3	29May89	20	7880461		0.11	
		ROCKFORD MINERALS INC. OPTION	3	29May89	20	125000			125000
		ROCKFORD WARRANT	3	29May89	20	760870			760870
ROCKWELL INTERNATIONAL CORPORATION	La Force, James Clayburn	ROCKWELL INT COMMON STK PAR \$1	4	12Jun89	99				200
		ROCKWELL INTL CORP	4	10May89	10	200			400
		ROCKWELL INTL CORP CLASS A	4	10May89	10		200		0
			4	12Jun89	99				200
ROGERS COMMUNICATIONS INC.	Catalano, William	ROGERS COMMUNICATIONS INC CL B	5	2Jun89	10	2000		104.00	10830
ROMAN CORPORATION LIMITED	Emerson, Montrose L.	ROMAN CORP LTD	45	5Jun89	10	100		12.25	400
			45	7Jun89	10	600		12.625	1000
ROYAL BANK OF CANADA, THE	Heckman, Gerald R.	ROYAL BK CDA	5	13Mar89	30	386			3760
	Mills, Arthur Alexander		5	4May89	00	222			222
	Taylor, Paul Albert		5	8Jun89	10		1829	45.00	3469
	Tory, John Arnold		4	24May89	35	144		41.681	11090
	Webb, Anthony Allan		5	Dec88	99	1281			6065
ROYAL GOLD ENTERPRISES	Brierley, Neil	ROYAL GOLD ENTERPRISES	00	19May89	00	357142		0.80	357142
	Joanovic, Jeff		00	19May89	90	357142		0.80	357142
ROYAL LEPAGE LIMITED	Gray, Gordon Cecil	ROYAL LEPAGE LTD COMMON	4	9Mar89	99				43000
	A.E. LePage Investments Ltd.		4	9Mar89	99 1				196839
	L. S. Frost In Trust		4	9Mar89	99 1				71833
	RRSP		4	28Feb89	99 1	3795			5395
	Radley Group Ltd.		4	9Mar89	99 1		4400		550789
	Radsec Group		4	28Feb89	99 1	605			4000
	Rennie, A. Marie		5	Jun89	99				125
ROYAL PACIFIC SEAFARMS LIMITED	Osborne, Richard	ROYAL PACIFIC SEAFARMS	73	12May89	10		3000	1.20 aprx.	
			73	12Aug89	97		3000	1.20	312633
ROYAL TRUSTCO LIMITED	Clark, Charles Joseph	ROYAL TRUSTCO LTD CL A COM	4						
	Royal Trust			10Feb89	99 1	152		17.00	19604
	Keller-Hobson, Donald S.D Marathon (Indirect)	ROYAL TRUSTCO LTD WTS	5	30May89	10 1		400	16.50	0
	Nelson, Thomas	ROYAL TRUSTCO LTD CL A COM	5						
	Brant Investments			31May89	30 1		6400	17.75	35400
	Starita, Paul F. Royal Trustco Ltd.		6	7Jun89	30 1		2600	18.00	111400
			6	8Jun89	30 1		5000	17.875	106400
			6	8Jun89	30 1		7400	17.75	99000
SAMOTH CAPITAL CORPORATION	Kaulius, Eugene	SAMOTH CAPITAL CORP	45	26May89	10		800	1.30	11533
			45	26May89	10		1000	1.25	10533
SANTA MARIA RESOURCES LIMITED	Beach, Wayne Gordon	SANTA MARIA RES LTD		15Apr89	20		37500		39500
SCEPTRE RESOURCES LIMITED	Gusella, Richard Allan	SCEPTRE RES LTD	45	31Jan89	97	598		3.77	142074
			45	28Feb89	97	569		3.95	142643
			45	31Mar89	97	574		3.92	143217
SCHNEIDER CORPORATION	Schneider, Frederick Paul J. M. Schneider Family Holdings Ltd. Wife	SCHNEIDER CORP	453	17May89	97		8322		100
			453	17May89	97 1	14834			104513
			453	17May89	97 1		6512		100
SCOTT'S HOSPITALITY INC.	Fairwater Capital Corporation	SCOTT'S HOSPITALITY CLASS C	3	7Jun89	20	823500		17.25	10359480
SCOTTISH & YORK HOLDINGS LIMITED	Thomson, Kenneth Roy	SCOTTISH & YORK LTD CL B PREF	43						
	Woodbridge Company, The			31May89	35 1	12044			91884

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SEARS CANADA INC.	Eagan, John Joseph Michel	SEARS CANADA INC	5	1Jun89	10		2500	13.625	100
SELENA RESEARCH CORPORATION	Warren, F. Michael P.	SELENA OPTIONS	45	May89	99				50000
	Proteus Bioresearch Corp.	SELENA RESEARCH CORP	45	May89	99				432363
	QGB INVESTMENTS LTD.		45	May89	99 1				6000
			45	May89	99 1				8400
SHAW INDUSTRIES LTD.	Hyland, Geoffrey F.	SHAW INDS LTD. CLASS A	5						
	Heather Hyland			31May89	76 1	16000		0.01	16000
	Jarvis, Harold F.		5	31May89	76	10000		0.01	22300
SHELL CANADA LIMITED	Czaja, John Edward	SHELL CDA LTD CL A	4						
	Shell Stock Purchase Plan			May89	10 1	5			103
	Darou, Glen Byington		5	17May89	76	375		29.50	944
SHELLING INDUSTRIES LTD	Swaisland, Kenneth F.	SHELLING INDUSTRIES LTD.	43						
	Samarac Corp		43	Apr89	10 1	37500	47000	0.25	186500
				10Apr89	00 1	196000			196000
SHL SYSTEMHOUSE INC.	Crombie, Peter S.	SHL SYSTEMHOUSE INC	5	1May89	00	12000			12000
	RRSP		5	1May89	00 1				1450
	Wife And Children		5	1May89	00 1				1200
	Groenewald, James N.		7						
	1986 EMP.SAV.PLAN			May89	10 1	147		9.79	1313
SIGNTECH INC.	Gandy, James	SIGNTECH INC	4536	Dec88	99				
	James Gandy Investments Inc.		4536	Dec88	99 1				2085479
	Kartar Gandy Investments Inc.		4536	Dec88	99 1				
	Gandy, Kartar		346	Dec88	99				
	Kartar Gandy Investments Inc.		346	Dec88	99 1				43042
	Sharwood, Gordon R.		4	Dec88	99				1500
SIKAMAN GOLD RESOURCES LTD.	Griffis, Arthur Thomas	SIKAMAN GOLD RES LTD	457	3May89	10	3100		2.33 aprx.	598304
	Griffis, Robert J.		47	25May89	10	2900		2.10	139337
			47	30May89	10	1300		2.15	140637
			47	2Jun89	10	500		2.20	141137
	Griffis International		47	29May89	10 1		41500	2.11	217146
SILCORP LIMITED	Findlay, Eric Fraser	SILCORP LTD CL B	345						
	Execsil Corporation			9May89	20 1	800		17.00	532840
SKYLINE GOLD CORPORATION	Sullivan, William James	SKYLINE EXPLS LTD	4	6Jan89	99				2000
SNC GROUP INC., THE	Crevier, Denis	SNC GROUP INC CLASS A	5	1May89	10		1308	6.63	11350
	Lyssan, Edward		5	12May89	00	1400			1400
SOFTKEY SOFTWARE PRODUCTS INC.	O'Leary, Terence K.	SOFTKEY SOFTWARE PRODUCTS	5	9Jan89	10		500	1.10	1722500
			5	9Jan89	10		1000		1721500
			5	9Jan89	10		12000		1709500
			5	10Mar89	10		1000		1708500
			5	3Apr89	10		300	1.10	1708200
			5	3Apr89	10		99700	1.01	1608500
SONATEL TELECOMMUNICATIONS CORP.	Garratt, Philip James	SONATEL TELECOMMUNICATIONS	345						
	5215 Holdings Ltd Of B.C.			8May89	10 1		900	8.125	
			345	8May89	10 1	100		8.25	
			345	8May89	10 1	700		8.00	
			345	8May89	10 1	200		7.875	
			345	8May89	10 1	300		7.75	
			345	9May89	10 1	200		8.00	
			345	9May89	10 1	400		7.875	659670
			345	9May89	10 1		400	8.25	
			345	11May89	10 1	300		8.00	
			345	11May89	10 1	100		7.875	
			345	12May89	10 1	100		7.75	
			345	16May89	10 1	100		7.875	
			345	17May89	10 1	100		7.75	
			345	17May89	10 1	100		7.875	660070
			345	19May89	10 1	300		7.75	
			345	19May89	10 1	100		7.675	
			345	19May89	10 1	200		7.50	
			345	19May89	10 1	200		7.375	
			345	19May89	10 1	100		7.50	
			345	23May89	10 1	100		7.50	
			345	23May89	10 1	600		7.375	661670
			345	23May89	10 1	600		7.25	
			345	23May89	10 1	400		7.125	
			345	24May89	10 1	1000		7.625	

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			345	24May89	10 1		1000	7.625	
			345	25May89	10 1	500		7.50	
			345	25May89	10 1		2500	7.50	
			345	25May89	10 1		9800	7.375	650870
SOUND CAPITAL INC.	Krywenky, Michael Peter	SOUND CAPITAL INC.	5	Apr89	99			12.125	256400
			5	10May89	20		5000	0.18	241400
			5	17May89	20		10000	0.22	231400
			5	28May89	20		10000	12.50	246400
SOUTH AMERICAN GOLD FIELDS INC.	Beach, Wayne Gordon	SOUTH AMERICAN GOLD FIELDS INC	4	10May89	95	14000	8400	0.70	285600
	Jensen, Tor		45	24May89	20		14700		435391
	Spence, John A.		3456	10May89	95		29400		860100
SOUTHAM INC.	Southam Inc.	SOUTHAM INC	1	May89	85	142900	142900		0
SPIRIT LAKE EXPLORATIONS LIMITED	Chymyck, William	SPIRIT LAKE EXPLS LTD	3	5Apr89	10	3500		1.55	
			3	7Apr89	10	1000		1.50	
			3	13Apr89	10	500		1.40	
			3	14Apr89	10	500		1.40	
			3	14Apr89	10	500		1.35	
			3	24Apr89	10		1000	1.35	109900
			3	May89	10	1000		1.60	
			3	10May89	10	600		1.35	
			3	15May89	10		500	1.20	
			3	17May89	10	1500		1.10	
			3	19May89	10	500		1.05	
			3	19May89	10	8000		1.00	
			3	23May89	10	500		1.00	
			3	30May89	10		3800	1.10	
			3	30May89	10		500	1.20	
			3	30May89	10		500	1.30	
			3	31May89	10		2000	1.15	
			3	31May89	10		3000	1.10	110700
STELCO INC.	Cooper, William P. Cooper Corp Ltd.	STELCO INC SR A PREF	00	6Jun89	10 1	1000		23.75	1000
STROUD RESOURCES LTD	Coburn, George Edward	STROUD RES LTD	453	11May89	10		100000	0.411	441362
T & H RESOURCES LTD.	Jonpol Explorations Limited	T & H RESOURCES LTD	3	17May89	10	16000		0.75	1362930
TECK CORPORATION	Keevil, Norman Bell	TECK CORP CL B PUT	45	21Apr89	45		130	1.50	140
TECO MINES AND OILS LTD.	Berry, Paul	TECO MINES AND OILS LTD OPT	34	30May89	20		350000		0
	Black, Colin	TECO MINES AND OILS LTD	34	29May89	10		450000	0.02	50000
TEE-COMM ELECTRONICS INC.	Woods, Larry E.	TEE COMM ELECTRONICS INC	4	17May89	10		30000	0.90	10000
			4	30May89	10	221800		0.85	231800
TEESHIN RESOURCES LTD	De Quadros, Antonio M.	TEESHIN RES LTD	4	9May89	10		5000	0.70	122000
	Kelley, Stafford K.		45	3May89	10	1500		0.55	51112
			45	3May89	10	500		0.59	51612
			45	11May89	10	1500		0.70	53112
			45	11May89	10	3000		0.66	56112
	Pat Kelley		45	10May89	10 1		1000	0.70	372668
TELECOMMERCE CORPORATION, THE	Dadoun, Leon	TELECOMMERCE CORP, THE COMM	4	13Apr89	00	85000		0.18	85000
	Greenstein, Georganne		5	13Dec88	10		5000	0.26	47000
			5	15Dec88	10		5000	0.23	42000
	Hembery, C. Ian		4	13Apr89	00	318800		0.18	318800
			4	1May89	10		5000	0.18	313800
			4	1May89	10		25000	0.17	288800
	Marston, David S.		4	1May89	00	10000		0.19	10000
TENNECO INC.	Allen, Kenneth D. Thrift Plan	TENNECO INC	5	4May89	10	143		52.813	2691
			5	1May89	10 1	27		49.43	2627
	Bernacki, Edward J. Thrift Plan		5	1May89	10 1	30		49.43	193
	Blakely, Robert T. Thrift Plan		5	16May89	10	337		54.188	22205
			5	1May89	10 1	62		49.43	4647
	Ketelsen, James L. Thrift Plan		45	1May89	10 1	46		49.43	15977
	McInnes, Allan T. Thrift Plan		5	10May89	10	440		52.063	39630
			5	1May89	10 1	57		49.43	2339
	Menikoff, Peter Thrift Plan		5	5May89	10	564			3088
			5	1May89	10 1	42		49.43	2646

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TEXAS EASTERN CORPORATION	Meyer, M.W.		5	5May89	10	254		52.938	3113
	Reese, Kenneth W.		5	16May89	10	1537		54.188	51745
	Sapp, Walter W.		5	16May89	10	673		54.188	22254
	Thrift Plan		5	1May89	10 1	65		49.43	5361
	Stewart, Karl A.		5	5May89	10	114		52.938	989
	Anderson, P. M.	TEXAS EASTERN CORP.	00	27Apr89	10	200	7		484
	Investment Plan		00	27Apr89	10 1		7	53.00	287
	Cody, J.D.		00	May89	10	500	5		711
	Investment Plan		00	27Apr89	10 1		5	53.00	224
	Duncan, Charles W. Jr.		00	8May89	96	8595		53.00	1405
	Duncan Investors Ltd.		00	8May89	96 1		12033	53.00	1967
	Hendrix, D. R.		00	27Apr89	10	500	518		721
	Investment Plan		00	27Apr89	10 1		8	53.00	299
	Self-directed Fund		00	27Apr89	10 1		54	53.00	2166
	Wife as Trustee		00	27Apr89	10 1		2	53.00	110
	Hipple, J.B.		00	1May89	10	140		48.875	482
	King, H.H.		00	27Apr89	10		2036		0
	Investment Plan		00	27Apr89	10 1		34	53.00	1353
	Walker, Edward B.III		00	27Apr89	10		4297	53.00	703
THOMSON NEWSPAPERS LIMITED	Slaight, Annabel	THOMSON NEWSPAPERS LTD CL A	00	Jun89	97				700
TOMBILL MINES LIMITED	Weeks, Paul E.		5	29May89	10		450	29.50	0
	Indirect		5	29May89	10 1		350	29.50	0
	Tombill Mines Limited	TOMBILL MINES LTD CL B	1	28Apr89	87	300	300	1.75	0
			1	2May89	87	300	300	1.75	0
			1	4May89	87	1500	1500	1.75	0
TORONTO-DOMINION BANK			1	19May89	87	1900	1900	1.85	0
			1	25May89	87	1500	1500	1.85	0
	Ruest, Ronald Errick	TORONTO DOMINION BANK	5	29May89	10	2000		41.25	5637
			5	29May89	10	1000		41.375	6637
			5	30May89	10	1000		41.375	7637
TORSTAR CORPORATION	Catto, William M.	TORSTAR CORP 1982 SER PREF	7	May89	00				
		TORSTAR CORP 1988 1ST PREF SHA	7	May89	00				1240
	Jolley, David R.	1ST PREF. 5TH SERIES	457	1Jan89	30	3200			6025
		TORSTAR CORP CL B NON-VTG	457	15May89	10		3000	31.625	11200
	Mackenzie, John Blair		5	31Mar89	35	437			2507
TRAC INDUSTRIES INC.	Taylor, Bruce W.		7	12May89	30	760			760
	Campbell, John McLeod	TRAC IND. INC. COMMON	45	Dec88	99				2000
	Cooper, Millson & Foster		00	23May89	10	1000		0.22	3000
	Messenger, Robert Ritchie		345	19May89	10		12000	0.16	500
	Albany Corporation, The	TRANS DOMINION ENERGY CORP	3	25May89	20	66500		0.75	5748305
TRANSALTA UTILITIES CORPORATION	Leslie, James	TRANSALTA UTILITIES CORP	5						
	RRSP			29May89	10 1	17		14.375	551
TRANSCANADA PIPELINES LIMITED	Cameron, James M.	TRANSCANADA PPLNS LTD	45	2May89	10		310	14.00	123094
	Hill, Brian F.		5	28Apr89	35	9			36545
			5	9May89	10		694	14.00	35851
			5	31May89	10		2100	14.875	33751
	Wilkins, Arthur A.		5	29May89	10		8400	14.625	49361
TRAPPER RESOURCES LTD.	Agassiz Resources Ltd.	TRAPPER RES LTD	3	27Apr89	85	12361400			13804696
		TRAPPER RES LTD PREFERRED	3	27Apr89	85		48886	10.00	123614
			3	27Apr89	78		123614		0
							1218207		0
TREATS INC.	Oakwest Corporation Limited.	TREATS INC	3	19Apr89	22				
TRIDEL ENTERPRISES INC.	Thomson, Lex B.	TRIDEL ENTERPRISES INC	45	3Apr89	10	2000		17.50	
			45	17Apr89	10	200		17.25	
			45	20Apr89	10	20800		17.25	94380
	Miss A. Thomson		45	20Apr89	10 1	150		17.375	650
TRIMEL CORPORATION	Katz, Ian B.	TRIMEL CORPORATION COMMON	4	15May89	10		1000	3.00	0

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TRINITY RESOURCES LTD.	McGowen, Harold	TRINITY RES LTD	5	17May89	96	6000			6000
TUCKAHOE FINANCIAL CORPORATION	Clark, Anne	TUCKAHOE FIN CORP CL A NON-VTG	34	5May89	10	1500		4.50	590000
	Clark, John C.	TUCKAHOE FINC 91/4% CONV SUB D	3456						
	Trustees of the John and Anne Clark Family Trust			25May89	10 1	34000		102.25	184000
U A P INC.	Prefontaine, Luc	U A P INC CL A	3	2May89	10		3900	15.00	9300
			3	21May89	10		800	15.00	8500
UNIGESCO INC.	Nadeau, Bertin F. Univantage Inc.	UNIGESCO INC CL B	435	6Jun89	10 1	1023000		3.50	1852350
UNITED REEF PETROLEUMS LIMITED	Canhorn Mining Corporation	UNITED REEF PETES LTD	3	May89	10	657500		0.42	2309974
UNIVERSAL GENETICS CORPORATION LIMITED	Studer, Neddy M.	UNIVERSAL GENETICS OPTIONS	4	May89	96	20000		1.25	20000
USX CORPORATION	Adams, Francis P.	USX CORP	5	6May89	10	578		34.562	881
	Short, James D.		5	25Apr89	10		1075	33.625	5365
			5	25May89	10		2516	34.875	2849
V G M CAPITAL CORPORATION	Flemming, Brian	VGM CAPITAL CORP		29May89	10	1000		4.20	565496
	Amherst Aerospace Inc			12May89	10 1		15400	3.90	0
VENTECH HEALTHCARE CORPORATION INC.	Kendall, Gerald R.	VENTECH HEALTHCARE COMMON	45	5Jun89	97		11000	2.05	144600
VIAGUARD PHARMACEUTICALS LIMITED	Ugar, Bernard	VANGUARD PHARMACEUTICALS	345	9Jun89	10		700000	0.014	0
VS SERVICES LTD.	Allen Bary	VS SERVICES LTD SER A PFD	6	17May89	20	3000		33.20	8500
	Boone, Robert Edward		45	17May89	20	4500		33.20	30375
	Campbell, Russel G.	VS SERVICES LTD PREF	5	17May89	30	500		33.20	4500
	Coupey, Philippe H.	VS SERVICES LTD SER A PFD	5	17May89	30		1000	33.20	4000
	Denham, David A.		5	17May89	10	1500		33.20	7500
	Foley, William Michael		5	17May89	30	1000		33.20	1000
	Graham, James Edmund		45	17May89	30	10000		33.20	68000
	Graham, Reginald John	VS SERVICES LTD	5	17May89	00	1000		33.20	1000
	Green, Don Harold	VS SERVICES LTD SER A PFD	5	17May89	30	5000		33.20	19000
	MacDonald, Hugh N.	VS SERVICES LTD PREF	5	17Aug89	10	1000		33.20	1000
	Sklar, Corinne Louise	VS SERVICES LTD SER A PFD	5	17May89	30	1000		33.20	5000
	VS Services Ltd.	VS SERVICES LTD	6	10May89	87	228	228	16.50	0
VTL VENTURE CORP.	VTL Venture Corp.	VTL VENTURE CORP	1	5May89	87	7500		0.10	7500
			1	31May89	85		7500		0
		VTL VENTURE CORP CLASS A	1	5May89	10	7500		0.10	7500
			1	31May89	10		7500		0
WALL FINANCIAL CORPORATION	Dosot, Susan	WALL & REDEKOP CORP	5	Jun89	84	51040			76560
WASTE MANAGEMENT INC.	Coleman, David C.	WASTE MANAGEMENT INC.	00	10May89	10		2000	47.50	
			00	11May89	10		2000	48.50	
			00	11May89	10		1000	51.25	
			00	22May89	50		5		54888
	Dempsey, Jerry E.		10	5May89	10		4842	47.375	
			10	5May89	10		1316	51.25	68274
	Huizenga, Peter H.		00	1May89	10		510		545389
	Paul, Robert A.		0	5May89	10	29208	7564		153460
	Children In Trust		0	5May89	00 1				4500
	Wife		0	5May89	00 1				25200
	Rooney, Phillip B.		00	22May89	10	69624	24757	18.312	415483
	Div. Rein. Plan		00	22May89	00 1				163
	Div. Rein. Plan (Childrens Trust)		00	22May89	00 1				582
	Div. Rein. Plan (wife)		00	22May89	00 1				239
	Family Custodianship		00	22May89	00 1				10100
	Trust For Minor Children		00	22May89	00 1				30000
	Wife		00	22May89	00 1				12766
	Weinert, Fred J.		00	31May89	10	11065		29.437	179493

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
WATSON LAKE MINES LIMITED	Fraser, Ray	WATSON LAKE MINES LTD	4	5May89	10	2500		0.15	108000
WESTERN CORPORATE ENTERPRISES INC.	Turner, Ross James	WESTERN CORP ENT	4	16May89	99	1040		3.45	148690
WESTERN INTERNATIONAL EXPLORATIONS LTD.	Williams, Richard D.	WESTERN INTL EXPLS LTD	45	2May89	10	2000		0.30	4000
WILANOUR RESOURCES LIMITED	Fasken, Robert Henry	WILANOUR RES LTD	345	5May89	20		2800	2.85	345281
			345	5May89	20		20000	2.85	325281
			345	5May89	20	900		3.00	326181
			345	24May89	20	1000		2.60	327181
			345	25May89	20	500		2.60	327681
WINPAK LTD.	London Life Insurance Company	WINPAK LTD	3	5May89	00	521100			521100
			3	5May89	10	122600		13.95	643700
			3	18May89	10	2000		13.57	645700
WITCO CORPORATION	Andreuzzi, Denis	WITCO CORP	45	10May89	50		140		12301
	Son		45	10May89	50	50			100
			45	10May89	50 1	50			100
	Golubock, Harvey L.		5	26May89	10	1000	603	22.333	3835
	Kerin, Edward B.		5	30May89	10	500		22.333	1225
	Seward, Robert J.		5	2May89	10	2000	1000	22.333	2000
WOODWARD'S LIMITED	Douglas Lake Investments Ltd.	WOODWARDS LTD CLASS A	345	May89	99				219851
		WOODWARDS LTD CLASS C	345	May89	99				1015136
WORLD WIDE MINERALS LTD.	Esquivel, Paul David	WORLD WIDE MINERALS LTD	4	10Apr89	00				75000
WYE RESOURCES INC.	Myslicki, James	WYE RESOURCES INC	5	May89	10				385000
	Margaret Myslicki		5	May89	10 1				233500
	Rose Garden		5	May89	10 1				158500

Chapter 8

Notices of Exempt Financings

8.1 REPORTS OF TRADES SUBMITTED ON FORM 20

Trans. Date	Purchaser	Security	Price (\$)	Amount
31May89	Sinclair, J.W.	ABC Fully-Managed Fund - Units	150,000	27,178
29May89	Feeney, Brian J.	#Avstar Limited Partnership - Class C Unit	157,000	1
29May89	Parton, Richard J.	#Avstar Limited Partnership - Class C Unit	157,000	1
29May89	Training Corporation, The	#Avstar Limited Partnership - Class C Unit	157,000	1
29May89	Quastar Limited Partnership	#Avstar Limited Partnership - Class C Units	471,000	3
29May89	Victorian Forest Holdings Inc.	#Avstar Limited Partnership - Class C Units	417,000	3
31Mar89	BCE Development Corporation	BCE Place Finance Corporation - Common Shares	1,957,000	1,957
31Mar89	BCE Development Corporation	BCED Capital I Corporation - Common Shares	906,251	1
6Jun89	North Beach Development Co. Ltd.	Caicos Hotel Associates IV - Units	U.S. 104,333	1
26May89	NIM and Company, Limited Partnership - 1989	Campbell Resources Inc. - Common Shares	500,000	385,208
17May89	Cancorp Enterprises Inc.	Cancorp Enterprises Inc. - Common Shares	250,000	1,000,000
29May89	Policy 6.1 E	#Chestnut Park Limited Partnership - Units	14,850,000	1,485
19May89	2 Purchasers	CMRA Inc. - Units	300,000	2
6Jun89	Williamson, Elliott	Crown Beach Villas Partnership, The - Units	U.S. 120,500	1
24May89	Equion 89-2 Limited Partnership	Ekaton Industries Inc. - Flow-Through Class A Common Shares	322,060	292,782
24May89	14 Purchasers	Equion 89-2 Limited Partnership - Units	371,000	371
24May89	3 Purchasers	Glenayre Electronics Ltd. - Common Shares	2,999,997	272,727
7Jun89	M.I.M. (Canada) Inc.	Granges Exploration Ltd. - Common Shares	30,050,000	6,604,396
7Jun89	M.I.M. (Canada) Inc.	Granges Exploration Ltd. - Flow-Through Common Shares	20,000,000	4,395,604
31May89	4 Purchasers	Hav-Info Computers Inc. - Special Warrants	850,000	4,250,000
31May89	Policy 6.1 E	Hillcrest Avenue Limited Partnership No. 3 - Units	1,014,416	5
30May89	Policy 6.1 E	Hillcrest Avenue Limited Partnership No. 4 - Units	2,284,095	11
29May89	4 Purchasers	Holden Bancorp Limited - 14% Series A Debentures	80,000	\$80,000
# Offering Memorandum				

8.1 REPORTS OF TRADES SUBMITTED ON FORM 20 (continued)

Trans. Date	Purchaser	Security	Price (\$)	Amount
29May89	Torontinvest Capital Corporation	I.S.G. Technologies Inc. - Units	1,000,000	666,667
19May89	Toronto Dominion Bank	Inland Natural Gas Co. Ltd. - Special Preferred Warrants	7,500,000	300,000
31May89	National Trust Company	Laidlaw Transportation Limited	Yen \$3,000,000,000	Yen \$3,000,000,000
19May89	NIM and Company, Limited Partnership - 1989	Madeleine Mines Ltd. - Common Flow-Through Shares	510,000	120,000
21Apr89	Somicom 1988 and Compnay, Limited Partnership	Malartic Hygrade Gold Mines (Canada) Ltd. - Common Shares	250,000	33,467
21Apr89	Somicom 1988 and Compnay, Limited Partnership	Malartic Hygrade Gold Mines (Canada) Ltd. - Common Shares	250,000	33,467
29May89	Capvest Limited	Merit Investment Corporation - Promissory Note	1,000,000	\$1,000,000
2Jun89	Policy 6.1 E	Metfin (Western Opportunities) Limited Partnership - Units	1,607,283	9
1Jun89	Checkley, Fred and Houghton, Frank	Murgor Resources Inc. - Common Shares	200,000	100,000
29May89	Corona Corporation	Newhawk Gold Mines Ltd. - Common Shares	400,000	200,000
30May89	CMP 1989 Resource Partnership and Company, Limited	Newhawk Gold Mines Ltd. - Flow-Through Common Shares	420,000	300,000
26May89	Holdstock International Inc.	Northfield Capital Corporation - Subordinate Voting Shares and Warrants	175,046	1,166,978
30May89	Policy 6.1 E	Prominence Point Partnership - Units	2,281,180	2,281,180
30May89	26 Purchasers	RexCan Circuits Investment (Northern and Eastern) Inc. - Common Shares	1,269,500	1,250
31May89	2 Purchasers	Sobey Leased Properties Limited - 11.2% First Mortgage Sinking Fund Bonds, Series Y	13,200,000	\$13,200,000
2Jun89	14 Purchasers	Societe En Commandite Lakewood VI - Lakewood VI Partnership and Company, Limited - Units	1,055,000	211
16May89	25 Purchasers	Spinnaker Business Centre Limited Partnership - Units	1,150,000	250
19May89	126 Purchasers	Swan Lake (Markham) Limited Partnership - Class A Units	45,000,000	150
4May89	Roy-L Oil and Gas Limited	Tarragon Oil and Gas Limited - Common Shares	5,824,815	20,764,344
2Jun89	NIM and Company, Limited Partnership - 1989	Vista Mines Inc. - Class A Common Shares	1,044,876	592,984

Offering Memorandum

8.1 REPORTS OF TRADES SUBMITTED ON FORM 20 (continued)

Trans. Date	Purchaser	Security	Price (\$)	Amount
31May89	66 Purchasers	Westin Hotel Company Limited - 10.80% First Mortgage Bonds, Series A	114,071,400	114,300,000
2May89	CMP 1989 Resource Partnership and Company, Limited	Yellow Bank Resources Inc. - Flow-Through Common Shares	214,285	238,095

8.2 RESALE OF SECURITIES -- (FORM 21)

Date of Resale	Date of Orig. Purchase	Seller	Security	Price (\$)	Amount
02Jun89	26Feb88	Wasser, Larry	International Platinum - Common Shares	30,000	12,000

8.3 NOTICE OF INTENTION TO DISTRIBUTE SECURITIES
PURSUANT TO SUBSECTION 7 OF SECTION 71 -- (FORM 23)

Seller	Security	Amount
Maplex Management & Holdings Limited	Etac Sales Ltd. - Common Shares	114,286
S.E.C. Holdings Inc.	Etac Sales Ltd. - Common Shares	185,715
Stollery, A. Gordon	Morrison Petroleums Ltd. - Shares	120,000
Erikson, Christine	Park Place Platinum Inc. - Common Shares	360,000
Erikson, Glen	Park Place Platinum Inc. - Common Shares	100,000
Krater Minerals Inc.	Park Place Platinum Inc. - Common Shares	100,000

8.4 REPORTS MADE UNDER SECTION 113 OF THE ACT -- (FORM 39)

Name of Management Company	Date of Transaction
Friedberg Commodity Management Inc.	24May89
Friedberg Commodity Management Inc.	26May89

Chapter 9

Legislation

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE



Chapter 10

Public Filings

161671 Canada Inc.

Record Date (Policy 41), June 28, 1989
Annual Meeting Date, Aug. 3, 1989

1986 Romance Films And Company, Limited

Audited Annual Financial Statement for year ended Dec. 31, 1988
Annual Filing of Reporting Issuer (Form 28), May 16, 1989

1987 Romance Films And Company, Limited

Annual Filing of Reporting Issuer (Form 28), May 16, 1989
Audited Annual Financial Statement for year ended Dec. 31, 1988
Audited Annual Financial Statement for year ended Dec. 31, 1988

A.H.A. Automotive Technologies Corporation

Interim Financial Statements for 3 mn ended Mar. 31, 1989
Certificate of Mailing, June 9, 1989

ABC Fully-Managed Fund

Private Placement (Form 20), June 8, 1989

Aber Resources Ltd.

Certificate of Mailing, June 6, 1989

Abo Resource Corp.

Information Circular/Proxy/Notice of Shareholders' Meeting, May 19, 1989
Change of Auditors (Policy 31), May 16, 1989
Audited Annual Financial Statement for year ended Dec. 31, 1988
Certificate of Mailing, June 1, 1989

Accord Resources Inc.

News Release, June 6, 1989
Granting of Stock Options, May 30, 1989

Accugraph Corporation

Change of Directors, June 6, 1989

Acklands Ltd.

Record Date (Policy 41), June 26, 1989
Annual General Meeting Date, July 31, 1989

Advance Environmental International Inc.

Information Circular/Proxy/Notice of Shareholders' Meeting, June 8, 1989

AGF HiTech Fund Limited

Interim Financial Statements for 6 mn ended Mar. 31, 1989

AGF Japan Fund Limited

Interim Financial Statements for 6 mn ended Mar. 31, 1989

AGF Special Fund Ltd.

Interim Financial Statements for 6 mn ended Mar. 31, 1989

Agnico-Eagle Mines Limited

Material Change Report (Form 27), June 1, 1989

Akaitcho Yellowknife Gold Mines Ltd.

News Release, June 6, 1989
Information Circular/Proxy/Notice of Shareholders' Meeting, May 26, 1989

Certificate of Mailing, June 5, 1989

The Albany Corporation

News Release, June 7, 1989
T.S.E. Material, June 7, 1989
Change of Type and Date of Meeting, June 8, 1989

Alberta Energy Company Ltd.

News Release, June 7, 1989

Alexander and Alexander Services Inc.

Interim Financial Statements for 3 mn ended Mar. 31, 1989

Alexis Nihon Finance Inc.

Interim Financial Statements for 3 mn ended Mar. 31, 1989

Algonquin Mercantile Corporation

Certificate of Mailing, June 8, 1989
Annual Report for year ended Mar. 31, 1989
Information Circular/Proxy/Notice of Shareholders' Meeting, June 6, 1989

All Dynamic Funds - XI Ltd.

Ruling/Order/Reasons, June 7, 1989

All Dynamic Funds-VIII Ltd.

Interim Financial Statements for 6 mn ended Mar. 31, 1989
Interim Financial Statements for 6 mn ended Mar. 31, 1989

Allied-Lyons PLC

Information Circular/Proxy/Notice of Shareholders' Meeting, May 23, 1989
Annual Report for year ended Mar. 4, 1989

Amax Gold Inc.

News Release, June 12, 1989
Form 8-K Current Report Dated June 6, 1989, May 12, 1989
News Release, June 6, 1989

AMCA International Limited

News Release, June 5, 1989
News Release, June 2, 1989

Amerada Hess Corporation

Form 8-K Current Report, June 1, 1989

Amercoeur Energy (Canada) Limited

Alberta Securities Commission Cease Trade Order, June 7, 1989

American Growth Fund Limited

Interim Financial Statements for 6 mn ended Mar. 31, 1989

American Pacific Mining Company Inc.

T.S.E. Material, June 1, 1989
News Release, June 5, 1989

Amoco Canada Petroleum Company Ltd.

News Release, June 7, 1989
News Release, June 12, 1989

Amoco Canada Resources Ltd.

Application, Mar. 16, 1989

Ancom ATM International Inc.

Alberta Securities Commission Interim Cease Trade Order, June 7, 1989
Ruling/Order/Reasons, June 12, 1989

Ansell Lake Resources Ltd.

Interim Financial Statements for 6 mn ended Apr. 30, 1989

Aragon Development Corporation

Application, June 2, 1989

Archer Communications Inc.

Information Circular/Proxy/Notice of Shareholders' Meeting, May 24, 1989
Annual Report for year ended Dec. 31, 1988

Argyll Energy Corporation

Annual Report for year ended Dec. 31, 1988
Information Circular/Proxy/Notice of Shareholders' Meeting, May 25, 1989

Asbestos Corporation Limited

Interim Financial Statements for 3 mn ended Apr. 1, 1989

Ascot Investment Corporation

Interim Financial Statements for 3 mn ended Mar. 31, 1989

Astral Bellevue Pathe Inc.

News Release, June 5, 1989
Record Date (Policy 41), July 3, 1989
Annual and Special Meeting Date, Aug. 16, 1989

ATCO Ltd.

Interim Financial Statements for 3 mn ended Mar. 31, 1989

ATI Corporation

News Release, June 5, 1989

Atlanta Gold Corporation

News Release, June 6, 1989
Letter to Shareholders, June 2, 1989
News Release, June 7, 1989
News Release, June 12, 1989

Audax Gas and Oil Ltd.

Interim Financial Statements for 3 mn ended Mar. 31, 1989

Audrey Resources Inc.

T.S.E. Material, June 8, 1989

Augmitto Explorations Limited

Material Change Report (Form 27), June 2, 1989

Aur Resources Inc.

News Release, June 12, 1989

Aurora Corporation

News Release, June 2, 1989

Avalon Corporation

News Release, June 6, 1989
News Release, June 6, 1989

Avanti Capital Corp.

Information Circular/Proxy/Notice of Shareholders' Meeting, May 24, 1989
Letter to Shareholders, June 1, 1989

Avco Financial Services Canada Limited

Interim Financial Statements for 3 mn ended Mar. 31, 1989
Form 10K for year ended Dec. 31, 1988
Form 8-K Current Report, May 5, 1989

Avoca Apartments Limited

Audited Annual Financial Statement for year ended Dec. 31, 1988

Avstar Limited Partnership

Private Placement (Form 20), June 7, 1989
Private Placement (Form 20), June 7, 1989
Private Placement (Form 20), June 7, 1989
Private Placement (Form 20), June 7, 1989
Private Placement (Form 20), June 7, 1989

Azora Minerals Inc.

Record Date (Policy 41), June 20, 1989
Annual Meeting Date, July 25, 1989

B.C. Sugar Refinery Limited

Financial Report for Six Months Ending March 31, 1989

Balanced Income and Growth Fund

Interim Financial Statements for 3 mn ended Mar. 31, 1989

Baldwin Consolidated Mines Limited

Information Circular/Proxy/Notice of Shareholders' Meeting, June 2, 1989

Bank of Montreal

News Release, June 2, 1989
Consolidated Statement of Income for the 3 Months Ended April 30, 1989

Bank of Nova Scotia

New Common Shares Issued, June 1, 1989

Barons Oil Limited

News Release, June 6, 1989

Barrtor American Fund

Audited Annual Financial Statement for year ended Dec. 31, 1988

Barrtor Canadian Fund

Audited Annual Financial Statement for year ended Dec. 31, 1988

Barrtor International Fund

Audited Annual Financial Statement for year ended Dec. 31, 1988

BC Rail Ltd.

Annual Filing of Reporting Issuer (Form 28), Dec. 31, 1988
Statement of Executive Compensation, Dec. 31, 1988

BCE Inc.

Share Issue, May 24, 1989

BCE Mobile Communications Inc.

News Release, June 7, 1989

BCE Place Finance Corporation

Private Placement (Form 20), Mar. 31, 1989

BCED Capital I Corporation

Certificate of Mailing, May 30, 1989
Private Placement (Form 20), Mar. 31, 1989

Bema Gold Corporation

Interim Financial Statements for 3 mn ended Mar. 31, 1989

Benetton Group S.P.A.

Prospectus, June 8, 1989

BET Public Limited Company

News Release, June 7, 1989

Bombardier Inc.

Interim Financial Statements for 3 mn ended Apr. 30, 1989
News Release, June 7, 1989
News Release, June 7, 1989

Bow Valley Resource Services Ltd.

Certificate of Mailing, May 31, 1989
Annual Report for year ended Dec. 31, 1988
Information Circular/Proxy/Notice of Shareholders' Meeting, May 30, 1989
Letter of Transmittal, May 29, 1989

BP Canada Inc.

Certificate of Mailing, June 1, 1989

Bramalea Limited

News Release, June 6, 1989
News Release, June 6, 1989
Preliminary Short Form Prospectus, June 7, 1989

Breakwater Resources Ltd.

News Release, June 6, 1989
News Release, June 6, 1989

Brenda Mines Limited

Interim Financial Statements for 3 mn ended Mar. 31, 1989
Certificate of Mailing, June 2, 1989

Brick Brewing Co. Limited

News Release, June 6, 1989

British Telecommunications plc

News Release, May 30, 1989

BT Bank of Canada

Prospectus, June 2, 1989

CAE Industries Ltd.

Information Circular/Proxy/Notice of Shareholders' Meeting, May 10, 1989
Annual Report for year ended Mar. 31, 1989

Caicos Hotel Associates IV

Private Placement (Form 20), June 9, 1989

Calgary Centre Holdings Ltd.

Interim Financial Statements for 3 mn ended Mar. 31, 1989
Interim Financial Statements for 3 mn ended Mar. 31, 1989

Campbell Resources Inc.

Rights Offering, June 5, 1989
Private Placement (Form 20), June 5, 1989

Canacord Resources Inc.

News Release, May 31, 1989
Information Circular/Proxy/Notice of Shareholders' Meeting, May 26, 1989
Audited Annual Financial Statement for year ended Dec. 31, 1988

Canada Income Plus Fund 1986

Dealer Bulletin, May 23, 1989

Canada Income Plus Fund 1987

Dealer Bulletin, May 23, 1989

Canada Northwest Energy Limited

Certificate of Mailing, June 1, 1989

Canada Packers Inc.

Exempt Financing Notice, June 7, 1989

Canadian Arrow Mines Limited

Information Circular/Proxy/Notice of Shareholders' Meeting, May 19, 1989
Interim Financial Statements for 3 mn ended Mar. 31, 1989
Audited Annual Financial Statement for year ended Dec. 31, 1988

Canadian Express Limited

Report of Acquisition (Reg. S-100), June 6, 1989

Canadian Gas and Energy Fund Limited

Interim Financial Statements for 6 mn ended Mar. 31, 1989

Canadian General Investments Limited

Notice of Intention to Make an Issuer Bid (Form 31), June 5, 1989
News Release, June 5, 1989

Canadian Imperial Bank of Commerce

News Release, June 5, 1989
Interim Financial Statements for 6 mn ended Apr. 30, 1989
News Release, June 1, 1989
News Release, June 8, 1989
News Release, June 8, 1989

Canadian Jorex Limited

Interim Financial Statements for 3 mn ended Mar. 31, 1989

Canadian Natural Resources Limited

Interim Financial Statements for 3 mn ended Mar. 31, 1989

Canadian Neuromed Clinics Limited

Exempt Financing Notice, June 8, 1989

Canadian Pioneer Energy Inc.

Information Circular/Proxy/Notice of Shareholders' Meeting, May 23, 1989
Annual Report for year ended Dec. 31, 1988

Canadian Roxy Petroleum Ltd.

Interim Financial Statements for 3 mn ended Mar. 31, 1989

Canadian Security Growth Fund Limited

Interim Financial Statements for 6 mn ended Mar. 31, 1989

Canadian Tire Corporation Limited

Exempt Financing Notice, June 1, 1989

Canadian Western Bank

News Release, June 6, 1989
News Release, June 7, 1989

Canamax Resources Inc.

News Release, June 1, 1989
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Certificate of Mailing, June 5, 1989
Preliminary Prospectus, June 2, 1989
News Release, June 5, 1989

CanCapital Corporation

Certificate of Mailing, June 2, 1989
News Release, June 6, 1989

Cancorp Enterprises Inc.

Private Placement (Form 20), May 26, 1989

Canhorn Mining Corporation

Certificate of Mailing, June 5, 1989
Interim Financial Statements for 3 mn ended Mar. 31, 1989

Canlorm Resources Inc.

Audited Annual Financial Statement for year ended Jan. 31, 1989

Canmore 1989 Resource Partnership and Company, Limited

News Release, May 31, 1989

Canper Resources Inc.

Ruling/Order/Reasons, June 12, 1989

Canron Inc.

Address Change, July 1, 1989

Capsule Technology Group Inc.

Interim Financial Statements for 3 mn ended Mar. 31, 1989

Captain Consolidated Resources Ltd.

Interim Financial Statements for 3 mn ended Mar. 31, 1989
Audited Annual Financial Statement for year ended Dec. 31, 1988

Information Circular/Proxy/Notice of
Shareholders' Meeting, Apr. 24, 1989

Cara Operations Limited

Unaudited Condensed Consolidated
Statements for Year Ended April 2, 1989

Carena Developments Limited

News Release, June 8, 1989

Carling O'Keefe Breweries of Canada Limited

Material Change Report (Form 27), June 5,
1989

Carolian Systems International Inc.

Interim Financial Statements for 9 mn ended
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Carolin Mines Ltd.

Material Change Report (Form 27), June 5,
1989

Cascades Inc.

News Release, June 5, 1989
News Release, June 8, 1989

Cassiar Mining Corporation

Report of Acquisition (Reg. S-100), June 7,
1989
Certificate of Mailing, June 1, 1989
News Release, June 7, 1989
News Release, June 7, 1989

Cathedral Gold Corporation

Certificate of Mailing, June 6, 1989

Central Capital Corporation

News Release, June 8, 1989
News Release, June 8, 1989

Century DJ Fund

Audited Annual Financial Statement for year
ended Dec. 31, 1988

Cevaxs Corporation

Material Change Report (Form 27), May 29,
1989
Letter to Shareholders, June 1, 1989

Chaplin Place

Information Circular/Proxy/Notice of
Shareholders' Meeting, June 8, 1989

CHC Helicopter Corporation

Ruling/Order/Reasons, June 5, 1989

Chesbar Resources Inc.

Certificate of Mailing, June 6, 1989
Interim Financial Statements for 3 mn ended
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Cineplex Odeon Corporation

Exempt Financing Notice, June 5, 1989
News Release, June 12, 1989

Cinram Ltd.

News Release, Apr. 23, 1987
News Release, June 2, 1989

The Citadel Capital Corporation

Interim Financial Statements for 3 mn ended
Mar. 31, 1989

CMA Investment Fund

Letter to Shareholders, June 7, 1989

CMP 1987 Resource Partnership and Company, Limited II

Interim Financial Statements for 3 mn ended
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CMP 1988 II Resource Partnership and Company, Limited

Interim Financial Statements for 3 mn ended
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Ruling/Order/Reasons, June 7, 1989

CMP 1988 III Resource Partnership and Company, Limited

Interim Financial Statements for 3 mn ended
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CMP 1988 Resource Partnership and Company, Limited

Interim Financial Statements for 3 mn ended
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CMP 1989 Resource Partnership and Company, Limited

Interim Financial Statements for 3 mn ended
Mar. 31, 1989

CMRA Inc.

Private Placement (Form 20), June 2, 1989

CoCa Mines Inc.

Merger Amalgamation Arrangement, May 31,
1989

Cogeco Inc.

News Release, June 5, 1989

Colin Energy Corporation

Interim Financial Statements for 9 mn ended
Mar. 31, 1989
Exempt Financing Notice, June 6, 1989

Colonial Oil & Gas Limited

News Release, June 5, 1989

The Columbia Gas System, Inc.

Amendment No. 1 on Form 8, Dec. 31, 1988

Comaplex Resources International Ltd.

Approved Financial Statements for Period
Ended Dec. 31, 1988

Commercial Financial Corporation Limited

News Release, June 2, 1989

Commercial Oil and Gas Ltd.

Interim Financial Statements for 3 mn ended
Mar. 31, 1989

Comterm Inc.

News Release, June 7, 1989
Record Date (Policy 41), June 22, 1989
Annual Meeting Date, July 28, 1989

Consolidated Brinco Limited

Interim Financial Statements for 3 mn ended
Mar. 31, 1989
President's Remarks to Shareholders, May 12,
1989

Consolidated Norex Resources Corp.

News Release, June 2, 1989

Consolidated Ophthalmic Purchasing Services Ltd.

Ruling/Order/Reasons, June 6, 1989

Consolidated Stikine Silver Ltd. (N.P.L.)

Record Date (Policy 41), June 22, 1989
Annual General Meeting Date, July 28, 1989

Consumer General Inc.

News Release, June 7, 1989

Consumers Packaging Inc.

News Release, June 9, 1989

Contour Blind & Shade (Canada) Ltd.

News Release, June 7, 1989
News Release, June 8, 1989

Control Data Corporation

Form 8-K Current Report, Mar. 31, 1989

Conwest Exploration Company Limited

Interim Financial Statements for 3 mn ended
Mar. 31, 1989
Annual Information Form, May 11, 1989

Coral Gold Corporation

Notice of Intent to Sell Securities (Form 23),
June 6, 1989
Signed Financial Statements as of January 31,
1989

Core-Mark International Inc.

News Release, June 8, 1989
Converted Debentures to Common Shares,
May 31, 1989

Corona Corporation

News Release, June 6, 1989
News Release, June 6, 1989
News Release, June 2, 1989
Amendment No. 2 to Schedule 13D, June 6,
1989

Corporate Investors Stock Fund Limited

Interim Financial Statements for 6 mn ended
Mar. 31, 1989

Corporate Investors, Limited

Interim Financial Statements for 6 mn ended
Mar. 31, 1989

Coscan Development Corporation

Interim Financial Statements for 3 mn ended
Mar. 31, 1989
Dividend Notice, June 5, 1989

Coseka 80-81 Oil and Gas Partnership

Interim Financial Statements for 3 mn ended
Mar. 31, 1989

Cott Beverages Ltd.

Record Date (Policy 41), May 29, 1989
Annual Meeting Date, July 18, 1989

Counsel Corporation

News Release, June 6, 1989
Report of Acquisition (Reg. S-100), June 6,
1989

Craftech Manufacturing Inc.

Certificate of Mailing, June 2, 1989

The Crown Beach Villas Partnership

Private Placement (Form 20), May 25, 1989

Crown Life Insurance Company

News Release, June 6, 1989

Crownx Inc.

Interim Financial Statements for 3 mn ended
Mar. 31, 1989
Annual and Special Meeting Report, Apr. 26,
1989

Cutty Resources Inc.

Quarterly Report for the Period Ended March
31, 1989

Cybermedix Inc.

News Release, June 7, 1989
News Release, June 5, 1989

Dalmys (Canada) Limited

Dividend Notice, June 6, 1989
News Release, June 6, 1989
Dividend Notice, June 6, 1989

Davstar Industries Ltd.

Third Quarter Report for the Nine Months
Ended March 31, 1989

Dean Witter Principal Guaranteed Fund II L.P.

Monthly Report for March 1989
Monthly Report for April 1989

Dean Witter Principal Guaranteed Fund, L.P.

Annual Report for year ended Dec. 31, 1988
 Monthly Report for January 1989
 Monthly Report for April 1989
 Monthly Report for March 1989
 Monthly Report for February 1989
 Monthly Report for October 1988
 Monthly Report for November 1988
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Chapter 11

New Issues and Secondary Financings

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11.1 ACCEPTED - ANNUAL INFORMATION FORMS (OTHER)

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Provigo Inc.	Refiling of A.I.F. Jun 01/89 Accepted Jun 09/89	---	---	---	---	---
Rogers Communications Inc.	A.I.F. May 15/89 Accepted Jun 12/89	---	---	---	---	---
SHL Systemhouse Inc.	A.I.F. Jun 05/89 Accepted Jun 06/89	---	---	---	---	---
T. Eaton Acceptance Co. Limited, The	Refiling of A.I.F. Jun 05/89 Accepted Jun 13/89	---	---	---	---	---
Trilon Financial Corporation	Refiling of A.I.F. May 24/89 Accepted Jun 07/89	---	---	---	---	---

11.2 FILE WITHDRAWN - SHORT FORM PROSPECTUS

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Bank of Nova Scotia	Prel. Short Form Prosp. May 03/89 Withdrawn Jun 12/89	---	---	---	---	---

11.3 FINAL RECEIPT ISSUED - PROSPECTUSES

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Benetton Group S.p.A.	Prosp. Jun 08/89 Receipt Jun 09/89	1,000,000 American depository shares representing 2,000,000 ordinary shares	\$17.90 Cdn. per American depository share	\$8,548,800	Merrill Lynch Canada Inc. Wood Gundy Inc. RBC Dominion Securities Inc. Prudential-Bache Securities Canada Ltd. Richardson Greenshields of Canada Limited Midland Doherty Limited (U)	---
International Contour Technology Inc.	Prosp. Jun 07/89 Receipt Jun 08/89	2,000,000 units, each unit consisting of one Class A subordinate voting share and one Series A share purchase warrant	\$2.00 per unit	before expenses of issue: \$3,720,000	Merit Investment Corporation Brink, Hudson & Lefever Ltd. (U)	David D. Farmer Garry R. Bahster
Moneylogic Protected Capital Fund Inc.	Prosp. May 18/89 Receipt May 23/89	maximum 9,434,000 minimum 1,416,000 units	\$10.60 per unit	maximum \$100,000,400 minimum \$15,009,600	Midland Doherty Limited Richardson Greenshields of Canada Limited	Moneylogic Management Limited
Tanager Resources Limited	Final Receipt May 30/89 Prosp. May 25/89	rights to subscribe for a maximum of 2,379,616 common shares and a minimum of 1,800,000 common shares	\$0.20 per share	min: \$360,000 max: \$475,923	Tanager Resources Limited (D)	---

11.4 FINAL RECEIPT ISSUED - SHORT FORM PROSPECTUS

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Canadian Imperial Bank of Commerce	Short Form Prosp. Jun 12/89 Receipt Jun 13/89	\$150,000,000 10.375% debentures Series 16, due January 31, 2000	99.75% to yield 10.41%	before expenses of issue: \$148,500,000	(U) Wood Gundy Inc. RBC Dominion Securities Inc. ScotiaMcLeod Inc. Nesbitt Thomson Deacon Inc. Burns Fry Limited Gordon Capital Corporation Levesque Beaubien Geoffrion Inc. Merrill Lynch Canada Inc. Richardson Greenshields of Canada Limited	---

11.5 FINAL RECEIPT ISSUED - SHORT FORM PROSPECTUSES

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Chrysler Credit Canada Ltd.	Short Form Prosp. May 26/89 Receipt May 30/89	medium term unsecured notes	determined when issued	---	RBC Dominion Securities Inc. ScotiaMcLeod Inc. Merrill Lynch Canada Inc. Richardson Greenshields of Canada Limited (U)	---
Imperial Oil Limited	Short Form Prosp. Jun 05/89 Receipt Jun 05/89	5,000,000 Class A convertible shares	\$51.00 per share	before expenses of issue: \$251,175,000	Gordon Capital Corporation RBC Dominion Securities Inc. (U)	---

11.6 FINAL RECEIPT ISSUED - SIMPLIFIED PROSPECTUS AND A.I.F.

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
--------	------	---------------------------------------	-------	-----------------	--------------------------------------	----------

Savings and Investment Trust
Bond Fund
Savings and Investment Trust
Money Market Fund

Simpl.
Prosp.
& A.I.F.
May 31/89
Receipt
Jun 05/89

mutual fund units

NAV

2543-7112 Quebec Inc.
(D)

11.7 FINAL RECEIPT ISSUED - SIMPLIFIED PROSPECTUSES AND A.I.F.

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
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AIC Advantage Fund
Simpl.
Prosp.
& A.I.F.
May 30/89
Receipt
May 31/89

mutual fund units

net asset value plus
a commission

AIC Investment Planning
Limited
(D)

National Trust
Equity Fund
National Trust
Income Fund
National Trust PRO
Fund

Simpl.
Prosp.
& A.I.F.
Jun 09/89
Receipt
Jun 13/89

mutual fund units

NAV

Natrusco Investment
Funds Limited
(D)

11.8 PRELIMINARY RECEIPT ISSUED - PROSPECTUSES

ISSUER	DATE	DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Metall Mining Corporation (National Issue - Ontario)	Prel. Prosp. Jun 05/89 Receipt Jun 07/89	\$ * of * % convertible subordinated debentures due 1999	100% plus accrued interest, if any	---	Burns Fry Limited Gordon Capital Corporation Nesbitt Thomson Deacon Inc. ScotiaMcLeod Inc. (U)	---
Newbridge Networks Corporation (National Issue - Ontario)	Prel. Prosp. Jun 07/89 Receipt Jun 08/89	3,000,000 common shares	\$ * per share	---	Burns Fry Limited Midland Doherty Limited (U)	---

11.9 PRELIMINARY RECEIPT ISSUED - SHORT FORM PROSPECTUSES

ISSUER	DATE	DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Bramalea Limited (National Issue - Ontario)	Prel. Prosp. Jun 07/89 Receipt Jun 07/89	\$100,000,000 10.20% senior debentures	100%	---	RBC Dominion Securities (U) Wood Gundy Inc. (U) Gordon Capital Corporation (U) Toronto-Dominion Securities Inc. (U) Nesbitt Thomson Deacon Inc. (U) Richardson Greenshields of Canada Limited (U)	---

11.9 PRELIMINARY RECEIPT ISSUED - SHORT FORM PROSPECTUSES (continued)

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Hees International Bancorp Inc. (National Issue - Ontario)	Prel. Prosp. Jun 06/89 Receipt Jun 07/89	\$200,000,000 subordinated convertible adjustable rate notes	100%	---	Wood Gundy Inc. (U) Gordon Capital Corporation (U) Great Lakes Capital Markets Inc. (U)	---
TransAlta Utilities Corporation (National Issue - Ontario)	Prel. Prosp. Jun 08/89 Receipt Jun 09/89	\$100,000,000 10 1/8% secured debentures, Series P	100%	\$99,250,000	Merrill Lynch Canada Inc. (U)	---

11.10 PRELIMINARY RECEIPT ISSUED - SIMPLIFIED PROSPECTUS AND A.I.F.

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Gyro Bond Fund (National Issue - Ontario)	Prel. Prosp. Jun 05/89 Receipt Jun 08/89	mutual fund units	NAV	---	Altamira Investment Services Inc. (D)	---

11.11 RECEIVED - AMENDMENTS

ISSUER	DATE	DESCRIPTION OF SECURITY	NUMBER AND	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
BPI One Decision Balanced Fund	Amended & Restated Simpl. Prosp. & A.I.F. Jun 05/89		---	---	---	---	---
Pan Pacific U.S. Shopping Center I Limited Partnership	Amend. Jun 05/89 Prosp. Apr 24/89		---	---	---	---	---
Pursuit Canadian Equity Fund Pursuit American Fund Pursuit Income Fund Pursuit Money Market Fund	Amend. Simpl. Prosp. & A.I.F. Jun 09/89		---	---	---	---	---

Chapter 12

Registrations

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

Chapter 25

Other Information

25.1 TRANSFER WITHIN ESCROW

Company Name	Date	From	To	No. of Shares
IONA APPLIANCES INC.	12/JUN/89	Fencer Limited	Rikki Meggeson	82,626 common
		Fencer Limited	Allan D. Millman	32,137 common
		Jeffrey M. Pike	Jeanette Goldhar	24,075 common
PRIMROCK CAPITAL CORPORATION	06/JUN/89	Estate of Roy McCarthy	Daniel W. Gallo	675,000 common shares

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OSC Bulletin

June 30, 1989

Volume 12, Issue 26

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The Ontario Securities Commission Administers the
Securities Act of Ontario (R.S.O. 1980, c. 466, as amended) and the
Commodity Futures Act of Ontario (R.S.O. 1980, c. 78, as amended)

The Ontario Securities Commission

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Ontario Securities Commission

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Chapter 1

Notices / Press Releases

1.1 NOTICES

1.1.1 Current Proceedings Before the Ontario Securities Commission

JUNE 30, 1989

CURRENT PROCEEDINGS

BEFORE

ONTARIO SECURITIES COMMISSION

Unless otherwise indicated in the date column, all hearings will take place at the following location:

The Harry S. Bray Hearing Room
Ontario Securities Commission
Cadillac Fairview Tower
Suite 1800, Box 55
20 Queen Street West
Toronto, Ontario
M5H 3S8

Telephone: 597-0681

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William D. Moull -- WDM
Timothy E. Reid -- TER
Malcolm A. Taschereau -- MAT
Paul L. Waitzer -- PLW
Seymour L. Wigle, FCA -- SLW

SCHEDULED OSC HEARINGS

July 18/89
10:00 a.m.

**Gregory McGroarty, Gordon Cooper,
Robert LePage, Eugene McBurney,
Gerald Baxter and Lewis Taylor**

s.124
Ms S. Blake in attendance for staff.

Panel: CS/PLW/SLW/MAT/WDM
*peremptory date to be fixed to begin
s.124 proceeding

July 19/89
10:00 a.m.

Instinet Canada Limited

s.22(2)
Mr J. Scarlett in attendance for staff.

Panel: CS/MAT/SLW

Oct 30/89
9:00 a.m.

**Russell James Bennett, Harbanse Singh
Doman, William Richard Bennett, and
Bennett Equities Ltd.**

s.124
Mr F. Allen and J. Groia in attendance for
staff.

Panel: (to be announced)

Adjourned
(date to be
announced)

**Michael Joseph Biscotti, Francesco
Antonio Costantini and David Orton**

s.26/s.124
Messrs. J. Groia, D. Moore and L. Fuerst
in attendance for staff.

Panel: (to be announced)

Adjourned
(date to be
announced)

Nadir Shahbaz Zulqernain

s.26
Mr. J. Douglas in attendance for staff.

Panel: CS/MAT/SLW

Adjourned
sine die to be
brought back
by either party
on 7 days
notice

**Permanent Acceptance Corporation
Limited**

s.123
Ms. S. Blake in attendance for staff.

Panel: CS/JWB/PLW

Adjourned
sine die to be
brought back
on 5 days
notice

**American Diversified Realty Fund,
American Diversified Realty Fund
Limited Partnership, American
Diversified Realty Inc., Overseas Credit
and Guaranty Corporation, OCGC
Financial Holdings Ltd., Overseas Credit
and Guaranty (Alberta) Corporation, and
Baron Securities Inc.**

s.123
Mr. J. Douglas in attendance for staff.

Panel: (to be announced)

Adjourned
sine die to be
brought back
on 2 days
notice

Chesnutt, P. Anthony

s.124
Mr. T. Lockwood in attendance for staff.

Panel: (to be announced)

Adjourned
sine die to be
brought back
on 5 days
notice

Silver Bar Mines Limited

s.123 (from November 20, 1987)
Ms. S. Blake in attendance for staff.

Panel: JWB/PLW

Adjourned
sine die

S. B. McLaughlin

s.124
Mr. T. Lockwood in attendance for staff.

Panel: CS/MAT

Adjourned
(in abeyance
before the
OSC)

**Asbestos Corporation Limited, Societe
Nationale De L'Amiante & Sa Majeste Du
Chef du Quebec**

s.122(1)/S.124
Messrs. F. Allen, J. Groia and Ms. Nancy
Ross in attendance for staff.

Panel: (to be announced)

Adjourned
pending
ongoing civil
proceedings

**Comaplex Resources International Ltd. /
Schaffhauser Kantonalbank / Montenero
International Company / Sanlos Trading
Inc. / Ulrich Chmiel**

s.123/s.124/cl.100c(2)(c)
Mr. N. Campbell, Ms. S. Epplett and Ms.
N. Ross in attendance for staff

Panel: SMB/CS/PLW

Reference: Julie-Luce B. Farrell
Secretary to the
Ontario Securities Commission
(416) 593-8212

1.2 NOTICE OF HEARINGS

1.2.1 BENNETT, RUSSELL JAMES, HARBANSE SINGH DOMAN, WILLIAM RICHARD BENNETT, AND BENNETT EQUITIES LTD. - S. 124 - NOTICE OF HEARING

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
RUSSELL JAMES BENNETT, HARBANSE SINGH DOMAN,
WILLIAM RICHARD BENNETT,
AND BENNETT EQUITIES LTD.

NOTICE OF HEARING (Section 124)

TAKE NOTICE that the Ontario Securities Commission (the
"Commission") will hold a hearing at its offices on the 18th
Floor, 20 Queen Street West, Toronto, Ontario commencing
on Monday, the 30th day of October, 1989 at 9:30 o'clock in
the forenoon or so soon thereafter as the hearing can be
held;

TO CONSIDER:

pursuant to section 124(1) of the Securities Act, R.S.O. 1980,
chapter 466, as amended (the "Act"), whether, in the opinion
of the Commission, it is in the public interest to order, subject
to such terms and conditions as it may impose, that any or
all of the exemptions contained in sections 34, 71, 72 and 92
of the Act do not apply to Russell James Bennett, Harbanse
Singh Doman, William Richard Bennett and Bennett Equities
Ltd.; and

such further and other relief as the Commission considers
appropriate.

BY REASON of the following allegations:

1. Russell James Bennett ("R.J. Bennett") and William
Richard Bennett ("W.R. Bennett") are brothers. Both,
at all material times, resided at or near Kelowna,
British Columbia and maintained offices at the busi-
ness premises of McIntosh Centre Ltd. in Kelowna,
British Columbia.
2. MacIntosh Centre Ltd. is a company incorporated
pursuant to the laws of British Columbia with a regis-
tered office at 101 - 346 Lawrence Avenue, Kelowna,
British Columbia.
3. R.J. Bennett was at all material times President and
a director of McIntosh Centre Ltd.
4. Audrey Bennett is the wife of W.R. Bennett. Their
children are G. Bennett, K. Bennett, S. Bennett and
B. Bennett (hereinafter collectively "W.R. Bennett's
family").
5. Bennett Equities Ltd. is a company incorporated pur-
suant to the laws of British Columbia. R.J. Bennett
was at all material times the directing mind and will
of the company.

6. Harbanse Singh Doman ("H.S. Doman") resides at or near Duncan, B.C. At all material times H.S. Doman was President, Chief Executive Officer and a director and controlling shareholder of Doman Industries Ltd.
7. Doman Industries Ltd. ("DIL") is a forest resource company incorporated under the laws of British Columbia with a registered office at 170 Craig Street, Duncan, British Columbia.
8. DIL was at all material times a reporting issuer in both British Columbia and Ontario. The shares of DIL trade publicly on The Toronto Stock Exchange and the Vancouver Stock Exchange. DIL has three classes of shares listed for trading on The Toronto Stock Exchange; Class A voting, Class B non-voting and preferred shares.
9. Louisiana-Pacific Corporation ("Louisiana-Pacific") is a forest resource corporation based in Portland, Oregon, U.S.A. The shares of Louisiana-Pacific trade publicly on the New York Stock Exchange. H.A. Merlo is the President and Chief Executive Officer of Louisiana-Pacific.
10. Louisiana-Pacific increased its holding of DIL shares during the autumn of 1987. In June 1988 Louisiana-Pacific retained a Vancouver law firm to provide legal advice concerning a possible takeover of DIL.
11. W.R. Bennett purchased approximately 20,000 shares in DIL in October 1987 through his broker Mr. J.R. McNaughton ("McNaughton") of Odium Brown Limited. W.R. Bennett had few other shareholdings of any kind at this time.
12. R.J. Bennett purchased approximately 8,000 shares in DIL in October 1987 through his broker Mr. S. Steed ("Steed") of McDermid St. Lawrence Limited. R.J. Bennett had few other shareholdings of any kind at this time.
13. In the period from June 30, 1988 to August 31, 1988 W.R. Bennett bought DIL shares anew for himself and on behalf of W.R. Bennett's family, through his broker McNaughton. Between June 30, 1988 and August 31, 1988 W.R. Bennett on his own account and on behalf of W.R. Bennett's family acquired approximately 299,300 DIL shares at a cost of approximately \$2,000,000.
14. In the period from October 1987 to September 19, 1988 R.J. Bennett, for himself and on behalf of Bennett Equities Ltd., purchased approximately 288,696 shares of DIL through his broker Steed. The vast majority of these shares were purchased after June 30, 1988 with more than 150,000 shares being purchased between August 25, 1988 and September 19, 1988. The cost of all these shares to R.J. Bennett and Bennett Equities Ltd. was approximately \$2,000,000.
15. Both R.J. Bennett and W.R. Bennett borrowed uncharacteristically heavily from their respective bankers to finance the purchase of DIL shares. The size of their respective holding far exceeded any prior share purchase experience of either and represented, in dollar terms, a large proportion of their respective net worth.
16. R.J. Bennett was at all material times a friend and business associate of H.S. Doman and each kept in close contact with the other.
17. On August 24, 1988 a "term sheet" regarding a possible takeover of DIL by Louisiana-Pacific was exchanged between H.A. Merlo and H.S. Doman and DIL advisers.
18. On August 25, 1988 H.S. Doman and H.A. Merlo flew to Toronto and obtained an understanding as to cooperation from the Royal Bank of Canada regarding the Bank's substantial shareholding in DIL in the event of a takeover bid for DIL by Louisiana-Pacific.
19. On September 14, 1988 a press release was issued by DIL concerning recently received acquisition "overtures".
20. On September 19, 1988 a press release was issued by DIL advising that the Board of Directors of DIL had authorized H.S. Doman to enter into discussions with the unspecified parties that had made acquisition overtures.
21. On September 20, 1988 a press release was issued by Louisiana-Pacific concerning its recently achieved ownership of more than 10% of DIL shares.
22. On October 6, 1988 H.A. Merlo and H.S. Doman reached a preliminary agreement for the acquisition of DIL by Louisiana-Pacific.
23. On October 7, 1988 a joint press release was issued by Louisiana-Pacific and DIL announcing the preliminary agreement and the intended purchase price of \$12.00 per share.
24. On October 17, 1988 R.J. Bennett spoke with H.S. Doman by telephone. This call was immediately followed by R.J. Bennett's telephoned instruction to Steed to sell 100,000 DIL shares at \$11.50.
25. On November 1, 1988 W.R. Bennett gave McNaughton the limited instruction to sell 100,000 shares at the specific price of \$11 6/8. This order was not filled.
26. On November 4, 1988 W.R. Bennett, R.J. Bennett and Steed were at the premises of McIntosh Centre Ltd. at all material times. W.R. Bennett and R.J. Bennett have adjacent offices at the premises of McIntosh Centre Ltd. Steed was visiting the premises.
27. On November 4, 1988 between 9:52 a.m. and 10:07 a.m. H.A. Merlo spoke by telephone to H.S. Doman and, inter alia, conveyed news of the decision by Louisiana-Pacific to withdraw from the proposed acquisition of DIL and urged H.S. Doman to immediately seek a trading halt in the shares of DIL pending the public announcement of the cancellation of the acquisition.
28. On November 4, 1988 H.S. Doman delayed in seeking a halt to the trading in DIL shares.

29. On November 4, 1988 between 10:09 a.m. and 10:14:12 a.m. H.S. Doman spoke by telephone to R.J. Bennett and informed him that the proposed acquisition of DIL by Louisiana-Pacific had just been terminated by H.A. Merlo.
30. R.J. Bennett immediately spoke to W.R. Bennett and advised him of the information which had been conveyed by H.S. Doman.
31. On November 4, 1988, after being tipped by H.S. Doman, R.J. Bennett also instructed Steed to sell all 188,696 DIL shares held by R.J. Bennett and Bennett Equities Ltd. The sales for R.J. Bennett and Bennett Equities Ltd. occurred at 10:17 a.m., with the exception of 1,696 shares which were sold at 11:11 a.m.
32. On November 4, 1988, after being tipped by R.J. Bennett, W.R. Bennett telephoned McNaughton and instructed him to sell all 329,300 DIL shares held by W.R. Bennett and W.R. Bennett's family. The sales for W.R. Bennett and W.R. Bennett's family began at 10:21 a.m. and concluded at 10:35 a.m.
33. On November 4, 1988 Steed sold all his own 1,000 shares in DIL and all 500 DIL shares of his client, Mr. David Dunn and all 1,000 DIL shares of his client, Mr. Leo Duhamel. All these sales occurred at 10:29 a.m. Mr. Dunn and Mr. Duhamel are employees of McIntosh Centre Ltd. and were also present at the premises of McIntosh Centre Ltd. on November 4, 1988 at all material times.
34. On November 4, 1988 at 11:19 a.m. at the request of DIL, trading in DIL shares on The Toronto Stock Exchange was halted pending an announcement. At 1:35 p.m. DIL issued a press release disclosing the withdrawal by Louisiana-Pacific from the proposed acquisition.
35. On Friday, November 4, 1988 R.J. Bennett, Bennett Equities Ltd., W.R. Bennett and W.R. Bennett's family sold all their DIL shares at the price of approximately \$11.38 per share. When trading in DIL shares resumed on Monday, November 7, 1988 the highest price achieved in the market that day was \$7.75 per share.

AND TAKE NOTICE that any party to the proceeding may be represented by counsel of his choice at the hearing if he attends or submits evidence thereat;

AND TAKE NOTICE that upon the failure of any party to attend at the time and place aforesaid, the hearing may proceed in its absence and it is not entitled to any further notice in the proceedings.

June 27th, 1989.

Julie-Luce B. Farrell

1.2.2 INSTINET CANADA LIMITED - NOTICE OF HEARING

INSTINET CANADA LIMITED

NOTICE OF HEARING

July 19, 1989

May 18, 1989 Hearing

On February 17, 1989 the Commission issued a Notice (12 OSCB 683) describing a public hearing which was to take place commencing on May 18, 1989 (the "May hearing") for the purpose of considering certain policy issues arising as a result of the introduction to the Ontario capital market of computer based market access ("COMAC") systems. In particular, Instinet Canada Limited, an affiliate of Instinet Corporation of New York (collectively referred to as "Instinet"), proposed to offer access to its COMAC system to subscribers in Ontario and applied for membership in The Toronto Stock Exchange ("TSE"). In addition to considering these policy issues, the Commission was to have been asked, at the May hearing, to make a decision pursuant to subsection 22(2) of the Securities Act (Ontario) on whether or not Instinet Canada Limited should be granted (with or without conditions required by the Commission) or denied membership in the TSE. The issues to have been considered at the May hearing, and an explanation of Instinet's COMAC system, are set out in the February notice.

Interim Arrangement

After considerable discussion among staffs of the TSE and the Commission and representatives of Instinet and certain TSE member firms (the "Dealer Group") it was concluded that the policy issues arising as a result of Instinet's proposed manner of carrying on business involved important questions regarding the application and interpretation of certain TSE trading rules, both specifically as to Instinet and more generally. These questions are of such

- 2 -

significance to the operation of the central auction market that it was felt necessary to deal comprehensively with them before permitting Instinet to carry on its business as initially proposed. Accordingly, staffs of the TSE and the Commission and representatives of the Dealer Group and Instinet have agreed to an interim arrangement under which Instinet would, subject to Commission approval, obtain membership on the TSE to carry on a limited range of activities pending the completion by TSE staff of a comprehensive review of the wider policy issues raised by Instinet Canada's application for membership and certain of the TSE's trading rules and the holding of the January 8, 1990 hearing, described below. The relevant portions of the interim arrangement are set out in Schedule "A" to this notice.

July 19, 1989 Hearing

The interim arrangement contemplates a hearing on July 19, 1989 (the "July hearing") for the purpose of asking the Commission to decide whether or not Instinet Canada should be admitted to TSE membership under the terms of the interim arrangement. The July hearing will be open to the public. Any interested party may seek standing at the July hearing to comment and make submissions on the interim arrangement. Staffs of the Commission and the TSE and representatives of the Dealer Group and Instinet will support the interim arrangement at the July hearing.

Procedure

The July hearing will be conducted primarily on the basis of oral submissions. Staffs of the TSE and the Commission and representatives of Instinet, the Dealer Group and any other TSE member shall have standing at the July hearing. Any other interested party must file with the Commission a written request for standing. All parties who wish to participate in the July

- 3 -

hearing must file with the Commission 50 copies of the written summary of their submissions and, if required, a request for standing. This material should be delivered on or before July 12, 1989 to the Secretary to the Commission, Suite 1800, 20 Queen Street West, Toronto, Ontario. The written summaries of the parties' submissions will be made available to the public to the extent determined by the Commission.

Time and Location

The July hearing will commence at 10:00 a.m. on Wednesday, July 19, 1989 or so soon thereafter as the hearing can be held at:

Harry S. Bray Hearing Room
Ontario Securities Commission
Cadillac Fairview Tower
Suite 1800
20 Queen Street West
Toronto, Ontario

January 8, 1990 Hearing

As described in the interim arrangement, the issues raised in the February 17 notice will be resolved after full discussion in a public hearing scheduled to commence on January 8, 1990. A separate notice regarding that hearing will be published in a subsequent edition of the OSC Bulletin.

Reference: James D. Scarlett
Director, Capital Markets Branch
Ontario Securities Commission

(416) 593-8211

Schedule "A"

Introduction and Background

1. This memorandum sets out (i) the interim operational arrangements Instinet will follow upon becoming a member of The Toronto Stock Exchange ("TSE") pending the hearing (the "Hearing") before the Ontario Securities Commission ("Commission") to take place on January 8, 1990 or such other date as may be determined by the Commission; and (ii) the procedure to be followed pending the Hearing. The issues to be considered at the Hearing are as set forth in the Notice of Hearing dated February 17, 1989 issued by the staff of the Commission ("Commission Staff") as such notice may be amended in anticipation of the Hearing.

2. In connection with the application by Instinet for membership in the TSE, representatives of Burns Fry Limited, Gordon Capital Corporation, Nesbitt Thomson Deacon Inc., RBC Dominion Securities Inc., Richardson Greenshields of Canada Limited, ScotiaMcLeod Inc. and Wood Gundy Inc. (the "Dealer Group"), raised concerns relating to compliance and conformity by Instinet with TSE trading rules and practices, and also relating to the fragmentation of the "central auction market" which in their view would arise from the admission of members to the TSE operating in the manner proposed by Instinet. Instinet asserted that under various operating structures which it proposed, its operations would comply with all published TSE by-laws, rules, regulations and rulings and that its membership would be beneficial to the TSE. Instinet also asserted that TSE trading rules and members' practices contribute to a degree of market fragmentation. These concerns were to be addressed by the Commission at the hearing that was scheduled to commence on May 18, 1989.

3. Instinet and the staff of the TSE ("TSE Staff") have recently concluded more than four weeks of intensive meetings in which they exchanged views on the operation and meaning of TSE rules which may be relevant to Instinet's operations as a member of the TSE and examined various operating structures put forth by Instinet. As a result of these discussions, the TSE Staff raised policy questions concerning the interpretation of TSE rules and the issue of market fragmentation arising both specifically as to Instinet and more generally. TSE Staff and Instinet continue to disagree about the application of certain TSE rules and whether or not existing TSE rules and practices reflect and promote a "common philosophy" supporting the central auction market. In some areas, the parties have also identified "grey areas" not dealt with explicitly by current TSE rules. The TSE Staff is therefore proceeding, on an accelerated basis, with a detailed review of certain of its trading rules which it commenced prior to its discussions with Instinet. The TSE will study its rules relating to the use of the auction market and the extent of the obligations

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of members to trade in that market, the integrity and the application of displacement and interference rules, procedures for dealing in foreign currencies and the operations of affiliates of TSE members.

4. Without prejudging the TSE's or the Commission's ultimate disposition of these matters, the arrangements relating to Instinet set out below are designed to:

- (a) ensure that the policy issues raised in the Notice of Hearing are resolved after full discussion in a public hearing scheduled for January of next year;
- (b) afford the TSE an opportunity to accelerate and complete a detailed review of certain of its current trading rules in light of these policy issues; and
- (c) permit Instinet to become a TSE member and commence operations subject to various operating restrictions which are intended to leave such policy issues in abeyance pending their consideration at the Hearing.

Representatives of the Dealer Group, Instinet, Commission Staff and TSE Staff shall diligently and promptly take such steps as may be necessary and reasonable to implement this memorandum.

Interim Arrangement

5. During the period between the date that membership commences and the Hearing and in order to implement the principles in paragraph 4 hereof, the following arrangements together with any subsequently agreed elaboration thereof (collectively the "Interim Arrangement") shall be in effect:

- (a) Instinet will not establish a United States dollar market in TSE-listed securities in which Canadian customers as defined in paragraph 5(e) can participate.
- (b) Instinet shall not install any customer terminals in Canada.
- (c) Instinet may maintain in its offices an Instinet terminal or terminals. Such terminals will be for the use of Instinet personnel only. Instinet shall not maintain an Instinet terminal on the TSE floor.
- (d) Subject to this paragraph 5, Instinet will be entitled to all benefits of TSE membership on the same basis as other members, including prompt installation in its offices and initiation of full service to at least one CATS/LOTS/MOST (Xpert) terminal.

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- (e) Instinet will execute trades on behalf of both Canadian customers i.e. customers with orders originating from Canada and Non-Canadian customers i.e. customers with orders originating from outside Canada. Orders received by Instinet from Canadian customers in relation to stocks listed on the TSE will be executed only on the TSE or another Canadian stock exchange and those orders will not be executed after hours on any other market. Orders received by Instinet from Non-Canadian customers in relation to stocks listed on the TSE will be executed on the TSE on the direction of the customer.
- (f) Except for paragraphs 5(b) and (c) hereof, the Interim Arrangement has no application to trades in securities on behalf of Canadians or Non-Canadians which are executed in stocks not listed on the TSE.
- (g) Instinet affiliates outside Canada will not be treated as related companies of Instinet for the purposes of section 6.04 of the TSE's General By-law or as "Approved Persons" as defined in the By-law.
- (h) Instinet will execute its trades on the TSE through a CATS terminal or its own floor personnel or a jitney.
- (i) Instinet will meet the minimum membership requirements of the TSE.

Procedure Pending Hearing

6. Pending the Hearing, representatives of Instinet and the Dealer Group will be given a reasonable opportunity to be involved in discussions within the TSE as to appropriate changes in the rules and will be given representation on any committee(s) established to review such rules. This opportunity will be at least as great as the opportunity accorded to other TSE members generally but this paragraph 6 will not require any change in the make-up of any existing TSE standing committee.

7. The Interim Arrangement shall remain in effect until January 8, 1990 and can be extended to a later date only on order of the Commission made after a hearing to consider such extension or on the written consent of the TSE Staff, Commission Staff and Instinet; but the Interim Arrangement shall survive with respect to Instinet's activities in Ontario until the conclusion of the Hearing and the rendering of a decision by the Commission. After January 8, 1990 and subject to Instinet's duties as a TSE member, the Interim Arrangement shall not limit Instinet's ability to commence business in a province other than Ontario without prejudice to the right of the Commission Staff to apply in the public interest to the Commission for an order amending the Interim Arrangement or such other relief as may be appropriate in light of

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Instinet's operational arrangements in any other province. Instinet shall have the full rights of a party in any such proceeding. Instinet's activities as a TSE member acting in another province would be subject to paragraphs 4(a) and (e) of the Interim Arrangement.

1.3 PRESS RELEASES

1.3.1 COMAPLEX RESOURCES INTERNATIONAL LTD. AND SCHAFFHAUSER KANTONALBANK, ETC. - PRESS RELEASE

June 23, 1989

RE: COMAPLEX RESOURCES INTERNATIONAL LTD. AND SCHAFFHAUSER KANTONALBANK, MONTENERO INTERNATIONAL COMPANY, SANLOS TRADING INC. AND ULRICH CHMIEL

The Ontario Securities Commission has determined today that the cease trade order governing trading in the securities of Comaplex Resources International Ltd. will continue in place pending the outcome of the ongoing civil proceedings between Comaplex Resources International Ltd. and Schaffhauser Kantonbank, Montenero International Company, Sanlos Trading Inc. and Ulrich Chmiel. Written reasons for this decision are to follow.

Reference: Nigel Campbell
Senior Investigation Counsel
Ontario Securities Commission
416) 593-8301

1.3.2 WITHDRAWAL OF INSIDER TRADING CHARGES AGAINST BENNETT EQUITIES LTD., R.J. BENNETT AND W.R. BENNETT. ETC. - PRESS RELEASE

June 27, 1989

Re: WITHDRAWAL OF INSIDER TRADING CHARGES AGAINST BENNETT EQUITIES LTD., R.J. BENNETT AND W.R. BENNETT. INSTITUTION OF ADMINISTRATIVE PROCEEDINGS AGAINST BENNETTS AND H.S. DOMAN.

The Ontario Securities Commission announced today that all insider trading charges pending in the Ontario Provincial Court pursuant to section 118 of the Securities Act against Bennett Equities Ltd., Russell James Bennett and William Richard Bennett will be withdrawn on Thursday, June 29, 1989.

The decision to withdraw the charges has been reached after careful consideration of legal advice regarding the likely application to this case of principles of constitutional law and common law relating to double jeopardy which prevent the continuation of the prosecution in Ontario.

The Ontario Securities Commission has also announced that it will convene an administrative hearing pursuant to section 124(1) of the Act to consider whether it would be in the public interest to remove the right to trade in Ontario, in whole or in part, from Bennett Equities Ltd., Russell James Bennett, Harbanse Singh Doman and William Richard Bennett as a result of their conduct in the sale of shares in Doman Industries Limited on November 4, 1988.

The Supreme Court of Canada has held that regulatory proceedings which are taken to promote public order and protection will not be barred by a prior criminal prosecution arising from the same events. Section 124 proceedings are aimed at protecting the public interest in ensuring the integrity of the trading markets in Ontario. The outcome of such proceedings does not include imprisonment or the payment of a fine.

The Ontario Securities Commission hearing is set for October 30, 1989 and will be held at the Commission's offices in Toronto commencing at 9:30 a.m. A Notice of Hearing has been issued and is available to the public at the offices of the Ontario Securities Commission.

Reference: Frank R. Allen
Executive Director
416) 593-8228

Decisions, Orders and Rulings

2.1 BLANKET RULINGS

2.1.1 EXTENSION OF CONDITIONAL REGISTRATION, ETC. - SS. 73(1), REG. S. 183, - BLANKET RULING

UNIVERSAL REGISTRATION

EXTENSION OF DATE FOR REGISTRATION OF FINANCIAL INTERMEDIARIES APPLICATION OF PROSPECTUS REQUIREMENTS TO CERTAIN CORPORATE SPONSORED PLANS AND SYSTEM OF CONDITIONAL REGISTRATION

REGISTRATION OF FINANCIAL INTERMEDIARIES

By blanket ruling dated December 22, 1988, (11 OSCB 5140) (the "December Blanket Ruling"), the Commission continued to June 30, 1989 the exemption it had granted to financial institutions from registration as market intermediaries. By further blanket ruling dated June 29, 1989, reproduced in chapter 2 of this Bulletin, the Commission has continued the exemption to December 31, 1989.

CORPORATE SPONSORED PLANS

With respect to those mutual funds which are corporate sponsored pension plans, paragraph (b) of the December Blanket Ruling exempted financial intermediaries from registration with respect to trades in such plans to June 30, 1989 and extended to June 30, 1989 certain prospectus exemptions for trades in corporate sponsored plans. The June 29, 1989 blanket ruling extends these registration and prospectus exemptions to December 31, 1989.

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CONDITIONAL REGISTRATION

In the May 22, 1987 Bulletin, (10 OSCB 2968), the Commission published the basic initial registration requirements for dealer registrants and announced that it would grant conditional registrations in the limited market dealer ("LMD") category.

The requirements to obtain conditional registration as an LMD have developed over the past two years to the point where Commission staff believes it is appropriate to publish a Registration Clarification Note to describe these requirements in detail. The Clarification Note, which will be published in a subsequent edition of the Bulletin, will explain that:

- . conditional registration will continue to be granted to an applicant for registration as a LMD upon current requirements being met;
- . every LMD is registered for one year from the date that conditional registration is granted;
- . conditional registration as an LMD is renewable yearly upon the payment of the appropriate fees; and
- . conditional registration may be terminated where the registrant is not able to satisfy additional registration requirements which may be established by the Commission from time to time.

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Any such additional registration requirements will not be finalized without providing members of the public an opportunity to comment upon them and establishing a reasonable period of time to enable registered LMDs to bring themselves into compliance.

Reference: Julia E. Gresham
Deputy Director, Registration
Ontario Securities Commission
593-8273

BLANKET RULING

IN THE MATTER OF CERTAIN AMENDMENTS TO
REGULATION 910 OF REVISED REGULATIONS OF
ONTARIO, 1980 MADE UNDER THE SECURITIES ACT

RULING
(Subsection 73(1) and
(Regulation Section 183))

UPON the application of the Director of the Ontario Securities Commission ("Commission") for a ruling pursuant to subsection 73(1) of the Securities Act, R.S.O. 1980, c.466, as amended (the "Act") and section 183 of the Regulation 910, R.R.O. 1980, as amended, ("Regulation"), made under the Act;

AND UPON it appearing to the Commission that:

1. subsection 178(1) of the Regulation makes unavailable to market intermediaries certain exemptions from the requirements of section 24 of the Act;
2. the application of subsection 178(1) of the Regulation to financial intermediaries is not practicable at this time; and
3. it is desirable to further extend the availability of certain exemptions from section 52 of the Act;

AND UPON being satisfied that to make this ruling would not be prejudicial to the public interest;

IT IS RULED pursuant to subsection 73(1) of the Act and section 183 of the Regulation that up to and including December 30, 1989:

- a. financial intermediaries are exempt from the requirements of subsection 178(1) of the Regulation except with respect to trades in the securities of a mutual fund;
- b. financial intermediaries are exempt from the requirements of section 24 of the Act with respect to a

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trade of the type described in clause 181(1)(g) of the Regulation or paragraph 14(h) of the Regulation as such paragraph read on June 29, 1987; and

- c. section 52 of the Act does not apply to a distribution of securities where the trade is of the type referred to in clause 181(1)(g) of the Regulation or paragraph 14(h) of the Regulation as such paragraph read on June 29, 1987.

DATED at Toronto this 29th day of June, 1989

"S. M. Beck"

"Charles Salter"

2.2 ORDERS

2.2.1 GOLDCORP INVESTMENTS LIMITED - SS. 73(1)

Headnote

Subsection 73(1) - Issue of rights pursuant to section 71(1)(h) of the Act. Three year Class A share purchase warrants issuable upon exercise of rights. Nominal consideration required to exercise rights. Exercise price of warrants received on exercise of rights and payment of nominal consideration exceeds market price of Class A Shares. OSC Policy 6.2 VI.3 and Uniform Act Policy No. 2-05.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466 as amended, ss. 24, 52, 71(1)(h)(iv) and 73(1).

Regulation Cited

Regulation under the Securities Act, R.R.O. 1980, Reg. 910, as amended, s. 18a.

Policies Cited

O.S.C. Policy 6.2 VI.3 Uniform Act Policy No. 2-05.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
GOLDCORP INVESTMENTS LIMITED

ORDER
(Subsection 73(1))

UPON the application of Goldcorp Investments Limited (the "Corporation") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to subsection 73(1) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act") that the distribution of (i) rights (the "Rights") to be issued by the Corporation pursuant to a rights offering circular originally filed with the Commission on December 19, 1988, (ii) Class A Share Purchase Warrants (the "Warrants") to be issued upon exercise of Rights, and (iii) Class A Shares to be issued upon the exercise of Warrants is exempt from sections 24 and 52 of the Act;

AND UPON reading the application of the Corporation and the recommendation of the staff of the Commission;

AND UPON the Corporation having represented to the Commission that:

1. the Corporation is a reporting issuer not in default of any requirement of the Act or the regulation made thereunder (the "Regulation");

2. the Corporation proposes to issue to the holders of its (i) Class A Shares, (ii) existing Class A Share Purchase Warrants (the "Existing Warrants"), and (iii) common shares, at a record date to be established, Rights to purchase Warrants at a cost per Warrant of \$0.10;
3. the Warrants will be exercisable for a three year period at an exercise price approximately equal to the market price of the Class A Shares immediately prior to the record date of the rights offering plus one-half of the difference between the net asset value per Class A Share of the Corporation and the market price of the Class A Shares immediately prior to the record date of the rights offering; and
4. the Corporation has undertaken that the Warrants will be issued in fully registered form and that the Corporation will provide to the registered holders thereof the same continuous disclosure and other information which it is required to provide to shareholders under the Act and the Regulation;

AND UPON the Commission being satisfied that to so rule would not be prejudicial to the public interest;

IT IS RULED pursuant to subsection 73(1) of the Act that the issue and distribution by the Corporation to all its holders of Class A Shares, Existing Warrants, and common shares of the (i) Rights, (ii) Warrants to be issued upon exercise of Rights, and (iii) Class A Shares to be issued pursuant to the exercise of Warrants, is exempt from sections 24 and 52 of the Act, subject to the following terms and conditions:

- a. the Corporation complies with clause 71(1)(h)(iv) and with the undertaking set forth in paragraph 4 above; and
- b. the first trade in any (i) Rights, (ii) Warrants to be issued upon exercise of Rights, or (iii) Class A Shares to be issued pursuant to the exercise of Warrants, other than a trade exempted by subsection 71(1) of the Act, is made in compliance with subsection 71(5) of the Act and section 18a of the Regulation.

January 12th, 1989.

"Charles Salter"

"J. W. Blain"

2.2.2 CINEMARS II FILM AND COMPANY,
LIMITED PARTNERSHIP, 147987 CANADA
INC. AND DUNLIN ENTERPRISES INC. -
S. 140

Headnote

The obligation to make an offer to purchase units of a limited partnership was assigned from one company to another - original order had exempted assignor from the requirements of Part XIX in connection with its purchase obligation - amending order exempts assignee from the requirements of Part XIX - all conditions in the original order were satisfied by the assignee - a valuation of the units which were subject to the purchase obligation was provided to unitholders together with other information specified in the original order.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as amended, Part XIX, section 140.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
CINEMARS II FILM AND COMPANY, LIMITED
PARTNERSHIP, 147987 CANADA INC. AND
DUNLIN ENTERPRISES INC.

ORDER
(Section 140)

UPON the application of 147987 Canada Inc., the general partner (the "General Partner") of Cinemars II Film and Company, Limited Partnership (the "Partnership") to the Ontario Securities Commission (the "Commission") for an order pursuant to section 140 of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act") that the order of the Commission in respect of the Partnership made under section 99(e) of the Act, as it then read, and dated December 9, 1986 (the "Order") be varied in certain respects;

AND UPON reading the application and the recommendation of staff of the Commission;

AND UPON the Partnership having represented to the Commission that:

1. all facts recited in the Order remain unchanged except as set out below;
2. by agreement dated February 28, 1988, DAL Productions, Inc. ("DAL") transferred and assigned to Dunlin Enterprises, Inc. ("Dunlin") all of its rights and obligations pursuant to the limited partnership agreement applicable to the Partnership (the "Partnership Agreement"), including its obligation to purchase class A units issued by the Partnership (the "Class A Units") as described in paragraphs 3 and 4 of the Order;
3. on March 4, 1989 Dunlin made an offer (the "Class A Offer") to purchase all of the issued and outstanding Class A Units at a purchase price equal to the

fair market value of \$1,000 per Class A Unit as at February 1, 1989 as determined by Richard Wise & Associates (the "Valuators") in accordance with paragraph 3 of the Order;

4. the period of time allowed for the holders of Class A Units to accept the Class A Offer is at least 30 days, as stated in paragraph 4 of the Order;
5. on March 4, 1989 the General Partner issued to all holders of Class A Units a reporting letter containing information pertinent to such holders concerning their decision to sell their Class A Units, including the report of the Valuators as to fair market value of the Class A Units as at February 1, 1989 and recent financial statements of the Partnership, the General Partner and Cinemars Entertainment Investments Ltd.; and
6. solicitors to the Partnership have delivered to the Commission an opinion to the effect that the letter of credit referred to in paragraph 4 of the Order subsists as a valid and binding obligation of the Canadian chartered bank referred to in the Order to pay the amounts stated therein enforceable according to its terms;

AND UPON being of the opinion that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 140 of the Act that the Order be varied by deleting the penultimate paragraph of the Order and substituting therefor the following:

IT IS ORDERED that Dunlin be and it is hereby exempted from the requirements of Part XIX of the Act with respect to the Class A Offer.

April 25th, 1989.

"Charles Salter"

"J. W. Blain"

2.2.3 GREAT-WEST LIFE ASSURANCE COMPANY AND GREAT-WEST LIFECO INC., THE - CL. 100C(2)(C)

Headnote

Share exchange take-over bid for any and all shares of target company - offeror company owns 96% of target company's shares which is its major asset - bid will give shareholders of target company access to a liquid market for their investment - shareholders of target company have received information concerning Offeror Company and will receive a take-over bid circular in connection with the bid - bid exempt from requirements of sections 94 - 99 of the Act.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466 as am., sections 94, 95, 96, 97, 98, 99, 100c.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
THE GREAT-WEST LIFE ASSURANCE COMPANY
AND GREAT-WEST LIFECO INC.

ORDER

(Clause 100c(2)(c))

UPON the application of Great-West Lifeco Inc. (the "Corporation") to the Ontario Securities Commission (the "Commission") for an order pursuant to clause 100c(2)(c) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act") exempting the Corporation from the requirements of sections 94 to 99 of the Act in respect of the acquisition by the Corporation of certain of the issued and outstanding shares of The Great-West Life Assurance Company ("Great-West Life");

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON it being represented to the Commission by the Corporation that:

1. the Corporation is incorporated under the laws of Canada, is a reporting issuer under the Act and is not on the list of defaulting reporting issuers maintained pursuant to subsection 71(9) of the Act;
2. the Corporation's authorized capital consists of an unlimited number of common shares, of which 77,340,300 were issued and outstanding as of April 4, 1989;
3. the common shares of the Corporation are listed and posted for trading on the Winnipeg, Toronto and Montreal stock exchanges;
4. the Corporation does not presently carry on any active business nor does it hold any substantial investments other than common shares of Great-West Life;

5. Great-West Life is governed by the Canadian and British Insurance Companies Act, is a reporting issuer under the Act and is not on the list of defaulting reporting issuers maintained pursuant to subsection 71(9) of the Act;
6. the authorized capital of Great-West Life consists of 20,000,000 preferred shares with a par value of \$25.00 each and 50,000,000 common shares with a par value of \$1.00 each of which 10,000,000 preferred shares and 2,000,000 common shares are issued and outstanding;
7. Great-West Life's common shares are no longer listed on any stock exchange and are traded infrequently on the Canadian Over-The-Counter Automated Trading System (COATS);
8. at the initiative of Power Financial Corporation ("Power Financial") the Corporation was acquired and reorganized during 1986 for the sole purpose of being a holding company for the common shares of Great-West Life with the 1,924,417 common shares of Great-West Life controlled by Power Financial, representing 96.22% of such shares, being transferred to the Corporation in the course of this reorganization;
9. subsequent to this transfer, the Corporation concluded a treasury offering of 10,000,000 of its common shares by way of a prospectus dated June 12, 1986 (the "Prospectus");
10. the Prospectus also provided for an additional issue of common shares of the Corporation which were to be offered to the remaining Canadian minority shareholders of Great-West Life on the basis of 40 of the Corporation's common shares in exchange for each one common share of Great-West Life;
11. pursuant to an order of the Commission dated June 16, 1986 and similar orders from other securities regulatory authorities in Canada, the Corporation was exempted from the requirements of the then applicable take-over bid requirements of Part XIX of the Act and comparable legislation in the other provinces in respect of this share exchange;
12. as a result of the foregoing transactions and issuer bids that the Corporation has engaged in, the ratio of outstanding Corporation common shares to Great-West Life common shares held by the Corporation has declined from 40:1 to 39.72:1;
13. as of March 17, 1989, minority shareholders of Great-West Life registered with a Canadian address numbered 96 and held an aggregate of 34,317 common shares (approximately 1.7% of the total outstanding common shares of Great-West Life), of which 33 shareholders holding 29,554 common shares of Great-West Life were resident in Ontario;
14. the Corporation proposes to make an offer (the "Bid") to each Canadian resident minority shareholder of Great-West Life to acquire the Great-West Life common shares held by them in exchange for 39.72 common shares of the Corporation for each one common share of Great-West Life (or such les-

ser number of the Corporation's common shares for each common share of Great-West Life which equates to the ratio of outstanding Corporation common shares to Great-West Life common shares held by the Corporation as at the commencement of the offer) and to the extent such exchange results in a fractional share of the Corporation, the Corporation will make a cash payment in lieu of such fractional share equal to a proportionate amount of the closing price of the Corporation's common shares on the day prior to the commencement of the Bid;

15. the Bid will provide minority shareholders with the opportunity to exchange their common shares of Great-West Life for common shares of the Corporation in order to enhance the marketability of their investments; and
16. the Bid would be open for acceptance for a period of approximately eight weeks commencing on or about June 16, 1989 and ending on or about August 17, 1989;

AND UPON the Commission being satisfied that to so order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to clause 100c(2)(c) of the Act that the Corporation and Great-West Life be and they are hereby exempted from the requirements of sections 94 to 99 of the Act in connection with the Bid, provided that the Corporation shall prepare and deliver to the Canadian shareholders of Great-West Life a circular containing the disclosure required by items 1, 2, 3, 4, 7, 8, 9, 10, 13, 15 and 18 of Form 32 of the regulation made under the Act.

May 23rd, 1989.

"Charles Salter"

"W. D. Moull"

2.2.4 WESTFIELD INTERNATIONAL INC. AND HAMPTON INVESTMENTS INC. - CL. 100C(2)(C)

Headnote

Offer made for shares of Canadian corporation - overwhelming majority of shares held by shareholders resident in Australia - target has three shareholders residing in Ontario holding 0.003% of total outstanding shares - offer made in compliance with laws governing the making of take-over bids in Australia - offeror exempted from compliance with sections 94 to 99.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., s. 94 to s. 99, s. 100c(2)(c).

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
WESTFIELD INTERNATIONAL INC.
AND
HAMPTON INVESTMENTS INC.

ORDER
(Clause 100c(2)(c))

UPON the application of Hampton Investments Inc. ("Hampton") to the Ontario Securities Commission (the "Commission") for an order pursuant to clause 100c(2)(c) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act") exempting Hampton from the requirements of sections 94 to 99 of the Act with respect to an offer (the "Offer") to be made by Hampton to purchase all the outstanding common shares of Westfield International Inc. ("Westfield") for (U.S.) \$3.35 per share;

AND UPON reading the application and the recommendation of staff of the Commission;

AND UPON it being represented by Hampton to the Commission that:

1. Hampton, a corporation incorporated under the laws of the State of Delaware, is not a reporting issuer under the Act and is a wholly-owned subsidiary of Chipman Inc., a Delaware corporation which is not a reporting issuer under the Act;
2. Westfield was originally incorporated under the laws of the State of Louisiana and was continued under the laws of New Brunswick on November 20, 1986 and is not a reporting issuer under the Act;
3. the common shares (the "Shares") of Westfield are listed and posted for trading on the Australian Stock Exchange and The International Stock Exchange (London);

4. as at May 17, 1989, there were 98,152,458 issued and outstanding Shares, the overwhelming majority of which is held by shareholders resident in Australia;
5. as at May 17, 1989, there were three shareholders of Westfield whose last address as shown on the records of Westfield was in Ontario (the "Ontario Shareholders"), holding in the aggregate 2,992 Shares, representing approximately 0.003% of the total outstanding Shares;
6. the Offer is being made in compliance with the laws governing the making of take-over bids in Australia;
7. under the Offer, the Ontario shareholders will have identical rights and are being offered the identical consideration as holders of Shares who are resident in Australia; and
8. all material relating to the Offer sent to holders of Shares who are resident in Australia will be concurrently filed with the Commission and sent to the Ontario Shareholders.

AND UPON the Commission being satisfied that the granting of this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to clause 100c(2)(c) of the Act that Hampton be and is hereby exempted from the requirements of sections 94 to 99 of the Act with respect to the Offer, as the same may be amended from time to time, provided that:

- a. the Offer and all amendments thereto are made in compliance with the requirements of all applicable laws of Australia; and
- b. all materials relating to the Offer and all amendments thereto which are sent by or on behalf of Hampton to the holders of Shares who are resident in Australia are concurrently filed with the Commission and sent to the Ontario Shareholders.

May 23rd, 1989.

"S. M. Beck"

"Charles Salter"

2.2.5 INTERNATIONAL SEMI-TECH MICROELECTRONICS INC. - CL. 79(B)(III)

Headnote

Issuer granted an extension of time until July 20, 1989 and July 28, 1989 to file and distribute annual financial statements for the year ended January 31, 1989, and interim statements for the three month period ended April 30, 1989.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 76(i), s. 77, 78, cl. 79(b)(iii).

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
INTERNATIONAL SEMI-TECH
MICROELECTRONICS INC.

ORDER (Clause 79(b)(iii))

UPON the application of International Semi-Tech Microelectronics Inc. (the "Issuer"), a company incorporated under the laws of Ontario, to the Ontario Securities Commission (the "Commission") for an order pursuant to clause 79(b)(iii) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act") exempting the Issuer from the time requirements contained in subsection 76(1) and sections 77 and 78 of the Act with respect to:

1. annual financial statements for the year ended January 31, 1989; and
2. interim financial statements for the three month period ended April 30, 1989.

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest and that there is adequate justification for so doing;

IT IS ORDERED pursuant to clause 79(b)(iii) of the Act that the Issuer be and hereby is exempted from the time requirements contained in subsection 76(1) and sections 77 and 78 of the Act with respect to the annual financial statements for the year ended January 31, 1989 and the interim financial statements for the three month period ended April 30, 1989 provided:

1. the Issuer files pursuant to section 77 of the Act and sends pursuant to section 78 of the Act annual financial statements for the year ended January 31, 1989 on or before July 20, 1989; and

2. the Issuer files pursuant to subsection 76(1) of the Act and sends pursuant to section 78 of the Act interim financial statements for the three month period ended April 30, 1989 on or before July 28, 1989.

June 20th, 1989.

"M. A. Taschereau"

"J. W. Blain"

2.2.6 NATIONAL POLICY STATEMENT NO. 41 AND GODERICH ELEVATORS LIMITED - NPS# 4.1, PART XI

Headnote

National Policy Statement No. 41 - Issuer exempted from the requirements of paragraphs 1, 2, 3, 4 and 6 of Part IV of the National Policy Statement No. 41 in respect of the annual and general meeting to be held on June 23, 1989, where issuer failed to comply with the Policy through inadvertence and on the Commission being satisfied that: the issuer subsequently made efforts to deliver meeting materials, the business to be transacted at the annual meeting is of a non-contentious nature, and the cost of postponing the meeting is unwarranted under the circumstances.

Statutes Cited

National Policy Statement No. 41, Part XI.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
NATIONAL POLICY STATEMENT NO. 41

AND

IN THE MATTER OF
GODERICH ELEVATORS LIMITED

ORDER

(National Policy Statement No. 41)
(Part XI)

UPON the application of Goderich Elevators Limited (the "Applicant") to the Ontario Securities Commission (the "Commission") in connection with a forthcoming annual and general meeting of the Applicant scheduled for June 23, 1989 (the "Meeting") for an order exempting it from certain requirements of National Policy Statement No. 41 (the "Policy");

AND UPON the Applicant having represented to the Commission that:

1. The Applicant was incorporated under the Ontario Business Corporations Act;
2. The Applicant is a reporting issuer under the Securities Act (Ontario);
3. The shares of the Applicant trade on the Canadian Over-the-Counter Market;
4. As of June 2, 1989, there were 335,164 common shares (the "shares") of the Applicant issued and outstanding, of which all were held of record by 327 shareholders;
5. The Applicant has called an annual and general meeting of its shareholders for June 23, 1989 in Goderich, Ontario;

6. On June 2, 1989, the Applicant sent out proxy-related material to its registered shareholders;
7. Through inadvertence the Applicant failed to comply with certain requirements of the Policy;
8. The Applicant became aware of its non-compliance with the Policy on or about June 2, 1989;
9. On June 2, 1989, the Applicant:
 - a. advised the staff of the Commission of its non-compliance with the Policy;
 - b. advised CDS in writing of the forthcoming Meeting, providing details of the Meeting and requesting:
 - i. the names and addresses of CDS' participants holding shares of the applicant; and
 - ii. that CDS arrange for notice of the Meeting and record date to be published in the national index made available to the financial press;
 - c. advised its intermediaries as identified from its share register of its non-compliance with the Policy; and
 - d. provided proxy-related material to the Intermediaries to be forwarded to their non-registered holders and agreed to pay the costs of processing and mailing the same in accordance with the Policy;
10. The Applicant received on June 2, 1989 a letter from CDS advising that no participants of CDS are holding shares in the Applicant and the Applicant has no CUSIP number;
11. As of June 2, 1989, the Applicant estimates:
 - a. that 88% of the shares are held by registered beneficial shareholders; and
 - b. that 12% of the shares are held by registered intermediary shareholders;
12. The Applicant advertised notice of its Meeting in the Globe and Mail June 6th, 1989 edition, which notice:
 - a. set out details of the Meeting;
 - b. indicated which shares are affected; and
 - c. advised non-registered holders who have not received the proxy-related material that a copy of the proxy-related material can be obtained from their intermediaries;

13. Notice of Meeting was published in the Globe and Mail index of meetings on June 6th, 1989;
14. The Applicant intends to comply fully with the Policy for future meetings of its shareholders;

AND UPON hearing the Applicant and counsel for staff;

AND UPON the Commission being satisfied that:

- a. the Applicant's non-compliance with the Policy was through inadvertence and upon discovering its error, the Applicant made considerable efforts to notify its non-registered shareholders of the Meeting and to obtain their proxies;
- b. the business to be transacted at the Meeting is of a non-contentious nature; and
- c. in view of all the circumstances, the cost of postponing the Meeting to enable the Applicant to comply fully with the Policy is unwarranted;

AND UPON the Commission being satisfied that to so order would not be prejudicial to the public interest;

NOW THEREFORE it is ordered pursuant to Part XI of the Policy that paragraphs 1, 2, 3, 4 and 6 of Part IV of the Policy shall have no application to the delivery of proxy-related materials by the Applicant to its shareholders in connection with the annual and general meeting scheduled for June 23, 1989.

June 20th, 1989.

"M. A. Taschereau"

"J. W. Blain"

2.2.7 CO-OPERATIVE TRUST COMPANY OF CANADA INTEREST FUND - SS. 61(5)

Headnote

Subsection 61(5) - Extension of lapse date - manager co-ordinating refiling of prospectus materials in certain jurisdictions with preliminary filing in other jurisdictions.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 61(1)(a), 61(2), 61(5)

IN THE MATTER OF THE SECURITIES ACT
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
CO-OPERATIVE TRUST COMPANY OF CANADA
INTEREST FUND

ORDER
(Subsection 61(5))

UPON the application of Co-Operative Trust Company of Canada, the Manager (the "Manager") of Co-Operative Trust Company of Canada Interest Fund (the "Fund"), to the Ontario Securities Commission (the "Commission") for an order pursuant to subsection 61(5) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act");

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON the Manager having represented to the Commission that:

1. the Fund is an open-end mutual fund trust created by Declaration of Trust dated September 30, 1968 as amended;
2. the Fund is a reporting issuer as defined in the Act and is not in default of any requirements of the Act or the Regulation made thereunder;
3. a receipt dated January 14, 1988 was issued by the Director for a preliminary prospectus dated December 15, 1987;
4. a receipt dated May 30, 1988 was issued by the Director for a final prospectus (the "Prospectus") dated May 27, 1988;
5. pursuant to clause 61(1)(a) of the Act, the lapse date for distribution of units of the Fund pursuant to the Prospectus was January 14, 1989;

6. the Commission granted an order pursuant to subsection 61(5) of the Act dated July 12, 1988 extending the time periods provided by subsection 61(2) of the Act as they applied to the distribution of units pursuant to the Prospectus to the time periods that would be applicable if the lapse date for distribution of units of the Fund pursuant to the Prospectus were June 1, 1989;
7. the Manager is seeking to co-ordinate refilings of prospectus materials respecting the Fund with the filing of preliminary prospectus materials respecting the Fund in other jurisdictions;
8. there have been no material changes in the affairs of the Fund since the date of the Prospectus;

AND UPON the Commission being of the opinion that to do so would not be prejudicial to the public interest;

IT IS ORDERED pursuant to subsection 61(5) of the Act that the time periods provided by subsection 61(2) of the Act as they apply to the distribution of units of the Fund pursuant to the Prospectus, are hereby extended to the time periods that would be applicable if the lapse date for distribution of units of the Fund pursuant to the Prospectus were June 30, 1989.

June 22nd, 1989.

"J. W. Blain"

"Paul L. Waitzer"

2.2.8 FUTURLINK MUTUAL FUND SERIES - SS. 61(5)

Headnote

Subsection 61(5) - Order granted extending the lapse date for distribution of mutual fund units to permit the incorporation by reference of the audited financial statements with the renewal materials and to permit all six mutual funds operated by the same manager to be offered in the same simplified prospectus.

Statutes Cited

Securities Act, R.S.O. 1980, C.466, as am., 61(1)(a)(b) (2) (5).

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
FUTURLINK MUTUAL FUND SERIES

ORDER

(Subsection 61(5))

UPON the application of Central Guaranty Trust Company (the "Applicant"), the trustee and manager of the FuturLink Mutual Fund Series (individually the "Fund", or collectively the "Funds") to the Ontario Securities Commission (the "Commission") for an order pursuant to subsection 61(5) of the Securities Act, R.S.O. 1980, c.466, as amended (the "Act");

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON the Applicant having represented to the Commission that:

1. the Funds are open-end investment unit trusts consisting of six separate funds: Canadian Growth Fund, Government Bond Fund, Income Fund, Select Fund, Money Market Fund and Mortgage Fund;
2. the Funds were established by a Declaration of Trust, under the laws of the Province of Ontario, dated August 11, 1987 as amended, with the exception of Money Market Fund which was established by a Supplement to the Declaration of Trust dated October 21, 1988 and the Mortgage Fund which was established by a Supplement to the Declaration of Trust dated December 12, 1988;
3. the Applicant is the manager of each Fund;
4. each Fund is a reporting issuer as defined in the Act and is not in default of any of the requirements of the Act or the Regulation thereunder;

5. on July 20, 1988 the Director issued a receipt for a simplified prospectus and annual information form dated July 8, 1988, filed by the Applicant on behalf of the Canadian Growth Fund, Government Bond Fund, Income Fund and Select Fund;
6. on September 15, 1988 the Director issued a preliminary receipt for a preliminary simplified prospectus and annual information form dated September 15, 1988 filed by the Applicant on behalf of the Money Market Fund;
7. on November 7, 1988 the Director issued a preliminary receipt for a preliminary simplified prospectus and annual information form dated November 4, 1988 filed by the Applicant on behalf of the Mortgage Fund;
8. pursuant to clause 61(1)(b) of the Act the lapse date for the distribution of the units of Canadian Growth Fund, Government Bond Fund, Income Fund and Select Fund is July 8, 1989;
9. pursuant to clause 61(1)(a) of the Act, the lapse dates for the distribution of units of the Money Market Fund and Mortgage Fund are September 15, 1989 and November 7, 1989, respectively;
10. extending the lapse dates for the distribution of units of the Funds will facilitate the consolidation of disclosure respecting the Funds in one simplified prospectus and annual information form and the inclusion of the most recent years' audited annual financial statements respecting the Funds with the refining materials;

AND UPON THE COMMISSION being of the opinion that to do so would not be prejudicial to the public interest;

IT IS ORDERED pursuant to subsection 61(5) of the Act, that the times provided by subsection 61(2) of the Act, as they apply to the distribution of units of the Funds be hereby extended to the times that would be applicable if the lapse dates for the distribution of units of the Funds were December 31, 1989.

June 22nd, 1989.

"J. W. Blain"

"Paul L. Waitzer"

2.2.9 CC&L SUNSET FUND, SUNSET CONVERTIBLE PREFERRED AND DIVIDEND FUND, ETC. - SS. 61(5)

Headnote

Subsection 61(5) - Extension of lapse date - disclosure respecting mutual fund to be consolidated with that of other mutual funds under management of manager.

Statutes Cited

Securities Act, R.S.O. 1980, c.466, as am., 61(1)(a), 61(1)(b), 61(2), 61(5).

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
CC&L SUNSET FUND
SUNSET CONVERTIBLE PREFERRED AND DIVIDEND
FUND
SUNSET CONVERTIBLE DEBENTURE AND INCOME FUND
SUNSET WORLD FUND
SUNSET AMERICA FUND

ORDER

(Subsection 61(5))

UPON the application of 20/20 Group Financial Inc., the manager (the "Manager") of CC&L Sunset Fund ("Sunset Fund"), Sunset Convertible Preferred and Dividend Fund ("Preferred Fund"), Sunset Convertible Debenture and Income Fund ("Debenture Fund"), Sunset World Fund ("World Fund") and Sunset America Fund ("America Fund"), hereinafter collectively referred to as the "Funds", to the Ontario Securities Commission (the "Commission") for an order pursuant to subsection 61(5) of the Securities Act, R.S.O. 1980, c.466, as amended (the "Act");

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON the Manager having represented to the Commission that:

1. the Funds are open-end mutual fund trusts created under the laws of British Columbia pursuant to declarations of trust, as amended, dated June 25, 1985, in the case of the Sunset Fund, December 5, 1985, in the case of the Preferred Fund, February 18, 1986, in the case of the Debenture Fund, June 11, 1986, in the case of the World Fund, and June 14, 1988, in the case of the America Fund;
2. the Funds are reporting issuers as defined in the Act and are not in default of any requirements of the Act or the Regulation made thereunder;
3. a receipt dated July 7, 1988 was issued by the Director for the final simplified prospectus (the "Prospectus") and annual information form dated June 28, 1988 of the Sunset Fund, the Preferred Fund, the Debenture Fund and the World Fund;

4. a receipt dated August 12, 1988 was issued by the Director for a preliminary prospectus of the America Fund dated August 12, 1988;
5. pursuant to clause 61(1)(b) of the Act, the lapse dates for distribution of units of each of the Debenture Fund, the World Fund, the Sunset Fund and the Preferred Fund pursuant to the Prospectus are June 28, 1989;
6. pursuant to clause 61(1)(a) of the Act, the lapse date for distribution of units of the America Fund pursuant to its prospectus dated September 7, 1988 (the "America Prospectus") is August 12, 1989;
7. the Manager wishes to consolidate the disclosure respecting the Funds provided in the Prospectus and the America Prospectus with similar disclosure provided in respect of other mutual funds under its management (the "Related Funds");
8. a meeting of unitholders of the Related Funds has been scheduled in August, 1989 to consider certain amendments to the Related Funds;
9. there have been no material changes in the affairs of the Sunset Fund, the Preferred Fund, the Debenture Fund and the World Fund since the date of the Prospectus and in the affairs of the America Fund since the date of the America Prospectus;

AND UPON the Commission being of the opinion that to do so would not be prejudicial to the public interest;

IT IS ORDERED pursuant to subsection 61(5) of the Act that the time periods provided by subsection 61(2) of the Act as they apply to the distribution of units of the Funds pursuant to the Prospectus and the America Prospectus, as applicable, are hereby extended to the time periods that would be applicable if the lapse dates for distribution of units of the Funds pursuant to the Prospectus and the America Prospectus were September 30, 1989.

June 22nd, 1989.

"Paul L. Waitzer"

"J. W. Blain"

2.2.10 TEXACO CANADA INC. - CL. 79(B)(III)

Headnote

Issuer exempted from requirements of Part XVII of the Act and Regulation thereunder. Exemption shall terminate within ten days after the occurrence of a material change in the affairs of the Issuer unless the Commission is satisfied that the exemption shall continue.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., cl. 79(b)(iii).

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
TEXACO CANADA INC.

ORDER
(Clause 79(b)(iii))

UPON the application of Texaco Canada Inc. ("Texaco"), a corporation continued under the laws of Canada to the Ontario Securities Commission (the "Commission") for an order pursuant to clause 79(b)(iii) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act") exempting Texaco from the requirements of Part XVII of the Act and the Regulation made thereunder:

AND UPON it being represented to the Commission that:

1. Texaco is a reporting issuer under the Act and is not in default of any requirement of the Act or the Regulation made thereunder;
2. All of the issued and outstanding equity securities of Texaco are held directly and indirectly by Imperial Oil Limited ("Imperial");
3. Imperial is a reporting issuer under the Act and is not in default of any requirement of the Act or the Regulation made thereunder;
4. On January 20, 1989, Imperial agreed to acquire Texaco Inc.'s entire direct and indirect 78 percent equity interest in Texaco for a price of U.S. \$34.36 per share. Pursuant to an offering circular dated January 26, 1989, Imperial and one of its wholly-owned subsidiaries made an offer to purchase any or all of the outstanding shares of Texaco for U.S. \$34.36 payable at the option of the shareholder in cash or Class A convertible shares of Imperial;
5. Imperial completed its purchase of Texaco Inc.'s interest in Texaco on February 23, 1989. The public offer expired at midnight, mountain standard time, the following day. Essentially all (99.6%) of the outstanding shares were tendered. Imperial has acquired the remaining shares under the compulsory acquisition provisions of the Canada Business Corporations Act;

6. Texaco has more than 15 holders of debt securities resident in Ontario;
7. Texaco is required by the Act to prepare and file interim unaudited and annual audited financial statements. Texaco is not, however, required under the Act or any other statutory or regulatory requirements to distribute such financial statements to any of the holders of its debt securities nor to any other person (Imperial has waived the requirements that such financial statements be provided to it);
8. The Toronto, Alberta and Montreal Exchanges in Canada and the American Stock Exchange have delisted the common shares of Texaco effective May 2, 1989. There is no public market in securities of Texaco at the present time.

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest and that in the circumstances of this particular case there is adequate justification for so doing;

IT IS ORDERED pursuant to clause 79(b)(iii) of the Act that Texaco is exempted from the requirement in Part XVII of the Act and the Regulation made thereunder that it file with the Commission interim financial statements and annual financial statements, provided that this order shall terminate within ten days after the occurrence of a material change in the affairs of Texaco unless the Commission is satisfied that the exemption shall continue.

June 22nd, 1989.

"M. A. Taschereau"

"J. W. Blain"

2.3 RULINGS

2.3.1 MYRACORP INVESTMENTS LIMITED PARTNERSHIP - SS. 73(1)

Headnote

Trades by a limited partnership and the promoter thereof in limited partnership units to motor vehicle dealers who participate in a reinsurance business plan exempted from sections 24 and 52 of the Act - Limited partnership is not a reporting issuer - Terms and conditions attached to trades by the limited partnership result in registration and prospectus exemptions under ruling which are substantially equivalent to the "seed capital" exemptions in paragraph 21 of subsection 34(1) and clause 71(1)(p) of the Act, with the following differences:

- i. there is no requirement that all purchases be completed within a period of six months;
- ii. the ruling permits the reinsurance company to rely on the exemption on a continuous basis instead of being restricted to reliance on a "once-only basis"; and
- iii. in the case of each trade which is a sale, the sales must not result in there being more than 100 unitholders of the limited partnership.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 1(1)42, 24, 34(1), 52, 71(4), 71(1)(p), 73(1), 77, 80(2).

Regulation Cited

Regulation under Securities Act, R.R.O. 1980, Reg. 910, as am., s. 21(1), Form 20.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
MYRACORP INVESTMENTS LIMITED PARTNERSHIP

RULING
(Subsection 73(1))

UPON the application (the "Application") of Seaboard Life Insurance Company ("Seaboard") to the Ontario Securities Commission (the "Commission") on behalf of Myracorp Investments Limited Partnership (the "Partnership") for a ruling, pursuant to subsection 73(1) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act"), that trades from time to time by the Partnership in limited partnership units (the "Units") to certain motor vehicle dealers or persons, corporations, partnerships or trusts which own or have a controlling interest in, directly or indirectly, motor vehicle dealers ("Dealers") are not subject to section 24 or 52 of the Act;

AND UPON reading the Application and the recommendation of the staff of the Commission;

AND UPON it being represented by Seaboard to the Commission that:

1. the Partnership is a limited partnership formed under the laws of British Columbia on March 2, 1989;
2. the Partnership is not at present, and does not intend to become, a reporting issuer under the Act;
3. the number of Units to be issued by the Partnership will not exceed 100 Units;
4. the Dealers will be limited partners of the Partnership and 361520 B.C. Ltd., a British Columbia corporation, will be the general partner (the "General Partner");
5. Seaboard was continued under the Canadian and British Insurance Companies Act on November 4, 1985 and is a federally-registered insurance company;
6. Seaboard currently sells group life, accident and sickness insurance (the "Insurance") to approximately 1,000 Dealers in every province of Canada except Quebec;
7. most of the Dealers have now or have had an existing business relationship with Seaboard and certain of them have requested that Seaboard assist them in the establishment of a business (the "Business"), to reinsure the Insurance an essential component of which is the formation of the Partnership to enable Dealers to participate in the profits of the Business generated by them pursuant to the provisions of a partnership agreement (the "Partnership Agreement") between the Dealers as limited partners and the General Partner;
8. the components of the Business are to be as follows:
 - i. Dealers will forward applications for Insurance contracts (the "Contracts") by the purchasers or lessees of motor vehicles to Seaboard;
 - ii. Contracts will be insured by Seaboard;
 - iii. Seaboard will reinsure a portion of its risk under the Contracts with an insurance company incorporated in the Barbados ("Barbados Reinsurance");
 - iv. the parent corporation of Seaboard will provide substantially all of the capital to Barbados Reinsurance required to license Barbados Reinsurance in the Barbados and to meet prudent underwriting standards;
 - v. Barbados Reinsurance will issue a class of preferred shares to a Canadian corporation (the "Canadian Corporation"), all of the issued and outstanding share capital of which will be owned by the Partnership;

- vi. the Canadian Corporation, as the holder of the preferred shares of Barbados Reinsurance, will be entitled to a substantial portion of the net income of Barbados Reinsurance for each year;
 - vii. the Canadian Corporation will dividend an amount equal to its net profit to the Partnership and each Dealer as a limited partnership unitholder will share in the profit of the Partnership based upon various factors, including the premium income generated from the Contracts forwarded by each of them to Seaboard; and
 - viii. Barbados Reinsurance will engage a related management corporation, wholly-owned by the parent of Seaboard, to manage the Business;
9. Dealers will subscribe for up to 100 Units in the aggregate, with each Dealer being limited to one Unit, and each Unit will have a subscription price of \$2,500;
 10. the Partnership Agreement will require that the transfer by a unitholder of its Unit be done only with the prior consent of the General Partner and such consent may only be granted where the transferee of the Unit is a successor in title to the unitholder pursuant to a merger, consolidation, other form of reorganization or sale of the motor vehicle dealership; and
 11. the Partnership will provide annually to the unitholders audited financial statements prepared in accordance with section 77 of the Act and a report in accordance with subsection 80(2) of the Act as if those provisions were applicable to the Partnership;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED, pursuant to subsection 73(1) of the Act, that trades, from time to time by the Partnership in Units to Dealers who have agreed to participate in the Business are not subject to sections 24 and 52 of the Act, subject to the following conditions:

- A. such trades shall not result in there being more than 100 registered unitholders of the Partnership, provided that two or more persons or companies who are the joint registered owners of one or more Units shall be counted as one unitholder;
- B. the Dealer purchases the Unit as principal;
- C. the Dealer has access to substantially the same information concerning the Partnership that a prospectus filed under the Act would provide and is an investor who, by virtue of his net worth and investment experience or by virtue of consultation with or advice from a person or company who is not a promoter of the Partnership and who is a registered adviser or a registered dealer, is able to evaluate the prospective investment on the basis of information respecting the investment presented to him by the Partnership;

- D. where, for the purpose of satisfying paragraph C above, the Dealer is furnished with a document which would, assuming that clause 21(1)(b) of the regulation under the Act (the "Regulation") also referred to this ruling where it refers to clause 71(1)(p) of the Act, be an "offering memorandum," the Dealer shall be given a "contractual right of action" against Seaboard and the Partnership as defined in clause 21(1)(a) of the Regulation, which shall be contained in such document;
- E. the offer and sale of the Units is not accompanied by any advertisement and no selling or promotional expenses have been paid or incurred in connection therewith, except for professional services or for services performed by a registered dealer;
- F. the first trade in any Units acquired by a Dealer pursuant to this ruling shall be a distribution unless:
 - a. such first trade is made in accordance with the provisions of subsection 71(4) of the Act as if the Units had been acquired by the Dealer pursuant to a prospectus exemption referred to in subsection 71(4) of the Act; and
 - b. such first trade is not a distribution as defined in subparagraph (iii) of paragraph 11 of subsection 1(1) of the Act;
- G. within 10 days of the sale of Units in reliance on this ruling, the Partnership files with the Secretary of the Commission (Attention: Continuous Disclosure) a report, in duplicate, which refers to this ruling and includes substantially the same information required in a report prepared in accordance with Form 20 to the Regulation;
- H. all certificates for the Units shall bear a legend stating the restrictions on the transfer of the Units; and
- I. the Partnership shall deliver to each prospective unitholder, before the issue of any Units to that unitholder, a copy of this ruling;

May 25th, 1989.

"M. A. Taschereau"

"J. W. Blain"

2.3.2 BRAMBLES INDUSTRIES LIMITED AND CHEP CANADA INC. - SS. 73(1)

Headnote

First trade by Ontario employees of shares of a foreign parent company, acquired pursuant to an employee stock option plan, exempted from sections 24 and 52 of the Act provided the share certificates are held from issuance by the foreign broker and the first trades are executed through a foreign stock exchange - de minimus market for the shares in Ontario.

Statutes Cited

Securities Act, R. S. O. 1980, c. 466, as am., s.s. 24, 34(1) 19, 52, 71(1)(n), 73(1).

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
BRAMBLES INDUSTRIES LIMITED
AND
CHEP CANADA INC.

RULING (Subsection 73(1))

UPON the application of Brambles Industries Limited (the "Applicant") to the Ontario Securities Commission (the "Commission") for a ruling, pursuant to subsection 73(1) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act"), that certain trades in shares of the Applicant acquired by eligible employees of CHEP Canada Inc. ("CHEP"), an indirect wholly-owned subsidiary of the Applicant, under the terms of the Applicant's employee stock option plan (the "Plan") shall not be subject to the requirements of sections 24 or 52 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON the Applicant having represented to the Commission that:

1. the Applicant was incorporated on March 24, 1954 under the laws of the State of New South Wales, Australia;
2. the Applicant is not a reporting issuer under the Act but is the equivalent of a reporting issuer under the laws of Australia and its shares are listed on the Australian Stock Exchange Limited;
3. the Applicant's authorized capital consists of 500 million ordinary 50 cent par value shares (the "shares"), of which approximately 161.5 million ordinary 50 cent par value shares were issued and outstanding as at the end of August 1988, held by 16,472 registered shareholders;

4. CHEP was incorporated on November 5, 1979 under the laws of Canada;
5. the Applicant offers a worldwide employee stock option plan (the "Plan") for its employees and the employees of its affiliates and it is planning to offer options under the Plan (the "Options") to the eligible employees of CHEP;
6. CHEP currently has 35 employees resident in Ontario, of which 16 are eligible to participate in the Plan and it is anticipated that each eligible CHEP employee will be entitled to Options to acquire a minimum of 2,500 shares and a maximum of 20,000 shares of the Applicant;
7. the Applicant will distribute shares to CHEP employees in reliance on registration and prospectus exemptions referenced in paragraph 34(1) 19 and clause 71(1)(n) of the Act, respectively;
8. each Option entitles the option holder to subscribe for one ordinary 50 cent par value share at a fixed subscription price equal to market value at the time of the grant of the Options;
9. when a CHEP employee exercises his Options, he may pay for and keep the shares or sell some or all of the shares immediately, provided that:
 - a. if the employee decides to sell the shares immediately, an Australian stockbroker appointed by the Applicant (the "Australian Broker") will, on the employee's behalf and at the employee's direction, endeavour to sell the shares on the Australian Stock Exchange Limited at a price at or above the minimum specified by the employee, pay the Applicant the money necessary for the employee to exercise the Options, pay the Australian stock exchange tax and transfer the profit to the employee's bank account after deducting a fee to cover the Australian Broker's costs, and
 - b. if the employee elects to keep the shares, the employee may instruct the Australian Broker to hold the share certificates on behalf of the employee or to forward the shares to the employee;
10. should a CHEP employee who elected to keep his shares elect to sell some or all of his shares, he may either:
 - a. instruct a representative registered in Ontario to do so, or
 - b. instruct the Australian Broker to do so, provided the Australian Broker has retained the share certificate since issuance;
11. because the Applicant is not a reporting issuer under the Act, the first trade in the shares acquired by eligible CHEP employees pursuant to the Plan is a distribution which would be exempt only under the provisions of subsection 71(1) of the Act;

12. it is anticipated that the number of shares which eligible CHEP employees will be eligible to purchase pursuant to the Plan will represent less than 1% of the total number of shares which are then issued and outstanding and the number of Ontario employees who will participate in the Plan at any time will represent less than 1% of the total number of shareholders of the Applicant;
13. all disclosure material relating to the Applicant furnished to security holders resident outside of Canada will be furnished to security holders resident in Canada;
14. the Applicant will provide a copy of this Ruling to each Ontario employee participating in the Plan;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED, pursuant to subsection 73(1) of the Act, that the first trades in securities by Ontario CHEP employees who purchase shares in the Applicant pursuant to the Plan are not subject to section 52 of the Act;

AND IT IS FURTHER RULED, pursuant to subsection 73(1) of the Act, that the first trade in shares of the Applicant acquired pursuant to the Plan and held in custody by the Australian Broker since issuance on behalf of each CHEP employee resident in Ontario, shall not be subject to section 24 of the Act, provided that:

- a. such first trade is executed through the facilities of the Australian Stock Exchange Limited,
- b. such first trade is made in accordance with the rules of the Australian Stock Exchange Limited and in accordance with all laws applicable to the Australian Stock Exchange Limited, and
- c. such first trade is conducted by the Australian Broker on behalf of the CHEP employee resident in Ontario.

June 23rd, 1989.

"Charles Salter"

"J. W. Blain"

2.3.3 MORGAN STANLEY GROUP INC. AND MORGAN STANLEY CANADA LIMITED - SS. 73(1)

Headnote

Company exempted from the requirements of section 52 of the Act in respect of trades in securities to qualified employees and consultants pursuant to a mandatory compensation plan.

Statutes Cited

Securities Act, R. S. O. 1980, c. 466, as am., s. 52, 73(1).

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
MORGAN STANLEY GROUP INC.
AND
MORGAN STANLEY CANADA LIMITED

RULING (Subsection 73(1))

UPON the application of Morgan Stanley Group Inc. (the "Applicant") to the Ontario Securities Commission (the "Commission") for a ruling, pursuant to subsection 73(1) of the Securities Act (Ontario), R.S.O. 1980, c. 466, as amended, (the "Act") that trades by the Applicant in its common shares ("Shares"), units ("Units") representing the right to receive Shares and options ("Options") to acquire Shares to certain employees of or consultants to Morgan Stanley Canada Limited ("MSCL") resident in Ontario ("Participants") pursuant to an equity incentive compensation plan (the "Plan") are not subject to section 52 of the Act and that the first trades in Shares acquired by Participants pursuant to the Plan or upon the exchange of Units or the exercise of Options acquired pursuant to the Plan are not subject to section 52 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON the Applicant having represented to the Commission that:

1. the Applicant is a corporation incorporated pursuant to the laws of the State of Delaware, whose Shares are traded on various stock exchanges in the United States, including The New York Stock Exchange;
2. pursuant to the Plan, Participants will receive Shares or Units or, at their election, Options, in lieu of a portion of their cash compensation and may elect to receive further Shares, Units or Options in lieu of cash compensation;
3. the Options and Units will be non-transferable other than by will or the laws of descent and distribution;

4. the only persons who are eligible, and are required, to participate in the Plan are senior, highly paid employees of, or consultants to, the Applicant and its subsidiaries, including about 470 of the approximately 6,500 employees of the Applicant and its subsidiaries worldwide;
5. Morgan Stanley Canada Limited ("MSCL") is an indirect subsidiary of the Applicant and currently has two Participants who are eligible, and required, to participate in the Plan;
6. neither the Applicant nor MSCL is a reporting issuer under the Act but the Applicant is subject to the requirements of the Securities Exchange Act of 1934 of the United States of America (the "1934 Act") and is not exempt from the reporting requirements of the 1934 Act pursuant to Rule 12g 3-2(b) made under the 1934 Act;
7. residents of Ontario hold not more than 5% of the Shares which are issued and outstanding and the number of Ontario residents holding Shares is not more than 5% of the total number of holders of Shares;
8. all disclosure material relating to the Applicant furnished to participants in the Plan resident in the United States of America will be furnished to Participants;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED, pursuant to subsection 73(1) of the Act, that the trades in Shares, Units and Options made by the Applicant pursuant to the Plan shall not be subject to section 52 of the Act;

AND IT IS FURTHER RULED, pursuant to subsection 73(1) of the Act, that the first trade in Shares acquired by an Ontario Resident pursuant to the Plan or upon the exchange of Units or the exercise of Options acquired pursuant to the Plan shall not be subject to section 52 of the Act, subject to the condition that the first trade is executed through the facilities of a stock exchange outside of Canada in accordance with the rules of the stock exchange and in accordance with all applicable laws related to trading on such stock exchange.

June 23rd, 1989.

"Charles Salter"

"S. M. Beck"

Chapter 3

Reasons: Decisions, Orders and Rulings

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

Chapter 4

Cease Trading Orders

4.1 TEMPORARY CEASE TRADING ORDERS

Company Name	Date of Temporary Order	Date of Hearing	Date of Extending Order	Date of Rescinding Order
ALLIED-SIGNAL INC.	27/JUN/89	11/JUL/89	---	---
KINGSWOOD EXPLORATIONS 1985 LIMITED	23/JUN/89	07/JUL/89	---	---
MILLERS COVE RESOURCES INC.	23/JUN/89	07/JUL/89	---	---
MY-RITT RED LAKE GOLD MINES LIMITED	22/JUN/89	05/JUL/89	---	---
SHELLING INDUSTRIES LTD.	27/JUN/89	11/JUL/89	---	---
STRATAS CORPORATION, THE	23/JUN/89	07/JUL/89	---	---

4.2 EXTENDING ORDERS

Company Name	Date of Temporary Order	Date of Hearing	Date of Extending Order	Date of Rescinding Order
CARLYLE ENERGY LTD.	13/JUN/89	---	27/JUN/89	---
RANNEY GOLD MINES LIMITED	13/JUN/89	---	27/JUN/89	---
RED LAKE & SUN VALLEY RESOURCES LTD.	09/JUN/89	---	23/JUN/89	---
WABIGOON RESOURCES LIMITED	09/JUN/89	---	23/JUN/89	---

4.3 RESCINDING ORDERS

Company Name	Date of Temporary Order	Date of Hearing	Date of Extending Order	Date of Rescinding Order
SCOTIA PRIME MINERALS, INCORPORATED	13/JUN/89	---	---	27/JUN/89

Chapter 5

Policies

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

Chapter 6

Requests for Comments

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

Chapter 7

Insider Trading Reports

Information in this section has been summarized from Insider Reports filed with the Commission.

In the tables on the succeeding pages, the name of the Issuer is followed by a description of the Security, the name of the Insider, and, in the column labelled Rel'n, one or more codes indicating his (or its) relationship to the Issuer.

Codes are used in the column labelled T/O to indicate the Nature of the Transaction and the Nature of the Ownership.

* An asterisk in the Insider column indicates that the data in the Report does not correspond to the data in the Commission computer.

Guide to Codes

Relationship of Insider to Issuer (Rel'n)

- | | | | |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Reporting issuer which has acquired securities issued by itself (or, under the Canada Business Corporation Act, by any of its affiliates) | 4 | Director of a reporting issuer. |
| 2 | Subsidiary of the reporting issuer. | 5 | Senior officer of a reporting issuer. |
| 3 | Security holder who beneficially owns or who exercises control or direction over more than 10% of the securities of the reporting issuer (or, under the Bank Act and in Quebec, 10% of a class of shares) to which are attached voting rights or an unlimited right to a share of the profits and in its assets in case of winding-up. | 6 | Director or senior officer of a security holder referred to in 3 above. |
| | | 7 | Director or senior officer of an affiliate (or, under the Bank Act and in Quebec, a subsidiary) of the reporting issuer, other than in 4, 5, and 6 above. |
| | | 8 | Deemed an insider under the Canada Business Corporations Act or the Bank Act. |

Nature of Transaction (T/O)

- | | | | |
|----|---------------------------------------------------------------------------------|----|--------------------------------------------|
| 00 | Initial report of an insider | 60 | Short sale |
| 10 | Purchase or sale carried out in the market, excluding the exercise of an option | 70 | Exercise of warrants |
| 20 | Purchase or sale carried out privately | 75 | Exercise of rights |
| 22 | Acquisition or disposition pursuant to a take-over bid | 76 | Exercise of options |
| 25 | Change in the nature of ownership | 78 | Conversion or exchange |
| 30 | Acquisition or disposition under a plan | 82 | Capital reorganization |
| 35 | Stock dividend | 84 | Stock split or consolidation |
| 40 | Purchase or sale of a call option | 85 | Redemption - cancellation |
| 45 | Purchase or sale of a put option | 87 | Issuer bid |
| 46 | Expiration of an option | 90 | Compensation for property |
| 50 | Acquisition or disposition by gift | 95 | Compensation for services |
| 55 | Acquisition by inheritance or disposition by bequest | 96 | Grant of options |
| | | 97 | Other (than referred to above) |
| | | 99 | Correction of information (amended report) |

Nature of Ownership (T/O)

- | | |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| None | Securities are beneficially owned directly |
| 1 | The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity. This is also referred to as an indirect interest in the securities. |

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
ALBERTA ENERGY COMPANY LTD.	Scott, Wallace Wilbert	ALBERTA ENERGY CO	7	26Jun89	10		800	17.00	
			7	28Jun89	76	700	9.79	700	
ALTEX RESOURCES LTD	Hurlock, James B.	ALTEX RES LTD	4	19Jun89	10	2000		2.30	76064
AMERADA HESS CORPORATION	Poque, William A.	AMERADA HESS CORP	4	7Jun89	00				
AMERICAN EXPRESS COMPANY	Clark, Howard L. Jr	AMERICAN EXPRESS COMPANY	5	7Jun89	10		8000	34.75	
			5	7Jun89	10		12000	35.00	
			5	8Jun89	10		10000	34.75	
			5	9Jun89	10		10000	34.25	76882
AMOCO CORPORATION	Evans, A. Harold	AMOCO CORPORATION	7	31May89	10		616		12
AON CORPORATION	Baer, Jerome I.	AON CORP	5	22May89	97		1	22.82	484
ARC INTERNATIONAL CORPORATION	Trainor, William R.	ARC INTL CORP	5	2Jun89	10	97196		3.80	219260
ARMBRO ENTERPRISES INC.	Belanger, Michael H.	ARMBRO ENTERPRISES INC.	5	29May89	10		1000	7.00	
			5	6Jun89	10		500	7.50	0
	Kemp, Ronald V.	ARMBRO ENTERPRISES 10% DEB.	4	2May89	10		100000	126.00	150000
		ARMBRO ENTERPRISES INC.	4	2May89	99				253597
ASCOT INVESTMENT CORPORATION	Pettigrew, Hal R.	ASCOT INVESTMENT CORP WARRANT	3	16Jun89	20		125000	0.18	8637963
ATLANTIC RICHFIELD COMPANY	Bowlin, Michael Ray	ATLANTIC RICHFIELD CO	5	13Jun89	76	1270		49.625	4921
BAA PLC	Ellis, Nigel George	BAA PLC ORDINARY	4	13Jun89	10	6000		3.555 £	7000
BATON BROADCASTING INCORPORATED	Fillingham, Robin	BATON BROADCASTING OPTION	57	7May89	96	5000		7.50	5000
			French, C. William	BATON BROADCASTING INCORP	5	3Jun89	30	3000	7.50
	5	5Jun89	30			3000	13.50	10	
BATTLE MOUNTAIN GOLD COMPANY	Pate, Theodore H.	BATTLE MOUNTAIN GOLD CO CL A	4	31May89	10		2000	13.125	6140
	Savings Plan		4	1Jun89	30 1		2316	13.125	0
BCE INC.	Houle, Guy	BCE INC. COMMON	5	22Jun89	10		800	38.75	274
	McAleer, Owen W.		8	30Apr89	30	33		37.087	
			8	26Jun89	10		921	39.00	247
BELORE MINES LIMITED	Merbank Capital Corporation	BELORE MINES LTD	3	9Jun89	20		100000	0.25	400000
BRAMALEA LIMITED	Salter, Douglas N.	BRAMALEA LTD	57	12Jun89	10		1700	33.50	
			57	13Jun89	10		500	33.00	
			57	14Jun89	10		1000	32.50	
			57	19Jun89	76	4300	5.31	32263	
	U.S. Employee Stock Option Plan	BRAMALEA LTD OPTION	57	19Jun89	76 1		4300	5.31	86525
CAMPBELL RESOURCES INC	Kostuik, John	CAMPBELL RES INC	4	15May89	75	250		0.85	1250
CAMPEAU CORPORATION	Burden III, John	CAMPEAU CORPORATION ORDINARY	4	7Jan89	10	2000		15.00 US	
	Zimmerman, James		4	9May89	10	1000	13.625 US	1000	
CANADIAN FUTURITY OILS LTD.	Cairns, Ronald William	CANADIAN FUTURITY CL A COMMON	4	19Jun89	10		5000	0.50	65000
CANADIAN IMPERIAL BANK OF COMMERCE	Breen, John Gardner	CDN IMP BK COMM	5	9Jun89	10		2400	31.00	2817
	Kay, Peter William		5	8Jun89	10		100	30.875	1036
	Petit, G. Andre Employee Share Purchase Plan		5	7Jun89	10		530		1210
			5	7Jun89	99 1				1540
	Ramkerrysingh, Carlyle A.		5	31Mar89	30	123		26.00	
			5	31Mar89	35	34		26.29	
5		8Jun89	10		1501	31.00	882		
CANAM MANAC GROUP INC., THE	Societe D'Investissement Desjardins	CANAM MANAC GROUP INC CLASS A	3	7Jun89	10	31500		6.75	4992000
CANCAPITAL CORPORATION	Briggs, Greta J.	CANCAPITAL CORP OPTIONS	8	6Mar89	96	75000		4.75	105000
CANUC RESOURCES INC.	Black, Paul F.	CANUC RES INC	4	10Jun89	75	30000		0.20	180000
	Gunn, Ronald A. Direct And Indirect		4	2Jun89	78 1	859116			1619282

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
CAROLIAN SYSTEMS INTERNATIONAL INC.	Gurney, David J.	CANUC RES INC 12% CV SUB DEB	4	2Jun89	78 1		167500		0
		CANUC RES INC SRS A PREF	4	2Jun89	78 1		21666		0
		CAROLIAN SYSTEMS INTL INC	45	15May89	25		9375	0.80	
			45	7Jun89	20	200000		0.85	336459
CASCADES INC.	Desaulniers, Andre	CASCADES INC	4	14Jun89	10		2200	7.00	17000
CATHEDRAL GOLD CORPORATION	Kennedy, Thomas R.	CATHEDRAL GOLD CORPORATION	4	7Jun89	10	5000		2.10	15100
CCL INDUSTRIES INC.	Zinser, William T. Employee Share Purchase Plan	C C L INDS INC CL B	5	3May89	20 1		525	10.125	845
CENTRAL CAPITAL CORPORATION	Hodgson, William Thomas	CENTRAL CAP CORP CL A SUB VTG	4	9May89	30	30000		9.16	178351
	Liang, Nelson	CENTRAL CAPITAL CORP	78 78	1Apr89 1Jun89	30 10	72	243	11.65 12.625	0
CENTRAL GUARANTY TRUST COMPANY	Medjuck, Ralph M.	CENTRAL GUARANTY TRUST COMPANY	4	1Jan89	00				100
COCA MINES INC.	Carey, William J.	COCA MINES INC.	4	7Jun89	00				1160424
		COCA MINES INC. OPTIONS	4	7Jun89	00				9700
	Erdahl, Leland O.		4	5May89	00				9700
	Taylor, Vernon F. III Ryan Campbell Taylor	COCA MINES INC.	4	18May89	10	1000		2.25	110684
			4	18May89	00 1				1686
		COCA MINES INC. OPTIONS	4	5May89	00				75000
		COCA MINES INC. WARRANTS	4	5May89	00				48128
	Wold, John S.	COCA MINES INC.	4	5May89	10	8000		2.875	
			4	8May89	10	7500		2.875	524857
		COCA MINES INC. OPTIONS	4	5May89	00				9700
COGNOS INCORPORATED	Plaskacz, Roman Todd	COGNOS INCORPORATED COMMON	5	1Jun89	30	120		6.96	231
COMPUTALOG GEARHART LTD.	Norrie, James Keith	COMPUTALOG GEARHART LTD	5	21Jun89	10		7500	4.10	
			5	21Jun89	10		12000	4.15	
			5	22Jun89	10		1000	4.20	27674
COMTERM INC.	Gornitzki, Thompson & Little Company Limited	COMTERM INC	3	3May89	20	10640000		0.25	
			3	3May89	20	3500000		0.25	
			3	3May89	20	296937			
			3	3May89	20	1066667			
			3	3May89	20		133333		
			3	3May89	20		12700000	0.25	6830271
CONPAK SEAFOODS INC.	Anthony, Rex C. Anthony Group Ltd	CONPAK SEAFOODS INC	4	1Jun89	00				40000
			4	20Apr89	10 1	3500		0.60	
			4	18May89	10 1	500		0.63	
			4	1Jun89	10 1	20000		0.64	145500
	Anthony Holdings Ltd Insurance Corporation Of Newfoundland		4	1Jun89	00 1				80000
			4	1Jun89	00 1				30000
	ResourceCan Limited		3	1May89	10	5000		0.60	
			3	4May89	10	7000		0.60	
		3	12May89	10	6500		0.60	6390000	
CONSOLIDATED BRINCO LIMITED	Consolidated Brinco Ltd.	CONSOLIDATED BRINCO CLASS A	2	16Jun89	87	2100		3.80	40700
	Hughes, Dan A.		4	19Jun89	97				205734
CONSOLIDATED HCO ENERGY LTD.	Connolly, Daryl Henry	CONSOLIDATED HCO ENERGY LTD	45	5Jun89	10	1000		1.40	
			45	12Jun89	10	2000		1.25	29097
COOPERATIVE ENERGY DEVELOPMENT CORPORATION	Cooperative Energy Corporation	COOPERATIVE ENERGY CL A	3	3May89	10	600		3.65	2416724
CORBY DISTILLERIES LIMITED	Ferguson, James Peter	CORBY DISTILLERIES LTD	4	28Feb89	30	117			
			4	9Jun89	10		2500	27.00	4
CORE.MARK INTERNATIONAL INC	Blackman, Darrell Brent	CORE MARK INTL INC	5	1May89	00				
CORONET CARPETS INC.	Regensburg, Anthony S.		4	18May89	76	25000		2.10	25000
	Burgess, C. Robert	CORONET CARPETS INC	4	31May89	00				2000
	Dingle, D. Terence		4	19Jun89	00				
	Elwood, Edward Lindsey		4	31May89	00				

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
CROWNBRIDGE INDUSTRIES INC.	Nesbitt, Archibald J.	CROWNBRIDGE INDS INC	4	30May89	10	2000		0.08	17000
DEPRENYL RESEARCH LIMITED	Somerset Pharmaceuticals, Inc.	DEPRENYL RESEARCH	3	14Feb89	20		60000		
			3	18May89	20		340000		237500
DMR GROUP INC.	Perrone, Steve	DMR GROUP CLASS A	5	15May89	00				
	Tessier, Charles-Andre		5	31May89	30	799		2.831	1738
DOMINION TEXTILE INC.	Bell, Thomas R.	DOMINION TEXTILE INC	45	21Oct88	99	173		14.50	
			45	15Jan89	99	179		14.20	
			45	14Apr89	99	192		13.40	47311
DUNDEE-PALLISER RESOURCES INC.	Scott, Fenton	DUNDEE PALLISER RES INC	4	10May89	99		54500		1500
ENSCOR INC.	Boyer, Lysane	ENSCOR INC	78	6Jan89	00				
			78	25May89	97	2000		2.40	2000
ENSERCH CORPORATION	Williams, Richard B.	ENSERCH CORP	5	1May89	97	2856			
			5	16May89	50		45		
			5	22May89	50		245		10437
	Special Trusts		5	1May89	97 1		2856		0
F.W. WOOLWORTH CO. LIMITED	Forcht, William R.	F. W. WOOLWORTH CO LTD COMMON	5	1Jun89	30	484		43.88	
			5	1Jun89	30	37			4676
FIRAN CORPORATION	Firestone, David Morgan G.P. Metal Products Ltd	FIRAN CORP	3458	22Jun89	00				10976
			3458	22Jun89	20 1		41000		4781866
FLETCHER LEISURE GROUP INC.	Hawke, John Howard	FLETCHER LEISURE GROUP	453	18May89	00				32900
	Hawke-Lea Holdings Ltd.		453	18May89	00 1				2500000
	J.H. Hawke In Trust		453	18May89	20 1	15000		3.50	123000
	RRSP		453	18May89	00 1				53400
FORD MOTOR COMPANY	Ford II, Edsel B.	FORD MOTOR CO CLASS B \$2	4	1May89	50		1680		1124604
	Ford, William Clay Savings & Investment Plan	FORD MOTOR CO	45						
			45	31Dec88	30 1	1570			
			45	1May89	97 1		109451		
			45	4May89	30 1	110189			110189
	Trusts		45	1May89	30 1	738			
			45	4May89	30 1		738		0
	Petersen, Donald Eugene Savings and Stock Investment Plan		45	12Jun89	50		914		159451
			45	12Jun89	00 1				19667
FOUR SEASONS HOTELS INC.	Sharpe, John L.	FOUR SEASONS HTLS INC SUB VTG	47	30May89	76	10000		6.33	138000
GANDALF TECHNOLOGIES INC.	Patterson, Colin Davey	GANDALF TECH INC	457						
	746750 Ontario Limited			13Jun89	10 1		120000	6.375	447256
GENDIS INC.	Demasson, Arthur N.	GENDIS INC CL A	7	9May89	10		266	19.75	1000
GENERAL LEASEHOLDS LIMITED	Kemp, Kevin D.	GENERAL LEASEHOLDS LTD	5	12Jun89	10		2500	7.75	
			5	15Jun89	10		500	7.75	5548
GENERAL PUBLIC UTILITIES CORPORATION	Woolf, Patricia Kelsh	GENERAL PUB UTILS CORP	4	30May89	95	100		37.00 US	
			4	31May89	97		250		350
GEORGE WESTON LIMITED	Kidd, Robert H. Elizabeth M. Kidd Stock Option Plan	GEORGE WESTON LTD	5						
			5	2Jun89	10 1		3200	41.00	4800
			5	2Jun89	30 1				16000
GLAMIS GOLD LTD.	Davidson, Andrew Ian Stewart	GLAMIS GOLD LTD	4	4May89	10	200		1.39	
			4	4May89	10	1200		1.40	
			4	5May89	10	1500		1.36	2900
GOLDCORP INVESTMENTS LIMITED	C.S.A. Management Limited gol	GOLDCORP INV LTD CL A	3	21Apr89	10	20000		4.75	
			3	24Apr89	10	20000		4.85	241300
			3	1May89	10	10000		4.60	
			3	4May89	10	40000		4.45	
			3	12May89	10	20000		4.25	311300
		GOLDCORP INVTS LTD WT	3	7Apr89	75	59		0.10	
			3	11Apr89	75	23852		0.10	
			3	27Apr89	75	71		0.10	
GOLDEN TANAGER RESOURCES INC.	Hodge, Henry (Harry) Joseph	GOLDEN TANAGER RES INC PREF	45	18May88	00				
			45	15Jun89	20	500000		0.001	500000
GOLDSIL RESOURCES LTD.	Ingot Capital Corp.	GOLDSIL RESOURCES LTD.	6	31May89	10	500		0.50	152283
GREAT-WEST LIFECO INC.	Clayton, John Nolloth Stock Purchase Plan	GREAT WEST LIFECO INC	8						
				12Jun89	30 1	65		12.10 US	3014

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
GROSMONT RESOURCES LTD	Riddell, Clayton Howard	GROSMONT RES LTD	34	14Jun89	20		107000	1.20	286000
	Paramount Oil & Gas Ltd		34	12Jun89	10 1	5000		1.10	
			34	15Jun89	10 1	1900		1.20	307400
	Paramount Resources Ltd		34	15Jun89	00 1				5251948
	RRSP		34	14Jun89	20 1	107000		1.20	107000
HALIFAX DEVELOPMENTS LIMITED	Hennigar, David John	HALIFAX DEVS LTD	4						
	1716515 Nova Scotia Ltd.			26Apr89	99 1		610000		0
HAMILTON GROUP LIMITED, THE	Yorkvale Limited	HAMILTON GROUP LTD CL A CONV	3	4May89	20	2700		6.00	
			3	8May89	20	1700		6.00	
			3	12May89	20	1000		6.00	
			3	15May89	20	1000		6.00	
			3	16May89	20	1000		6.00	1017224
HERITAGE LIVING CANADA CORP.	Rumph, Albert	HERITAGE LVNG CANADA COMMON	3456						
	601561 Ontario Limited			12Jun89	97 1				2003200
		HERITAGE LVNG CANADA SR A SPL	3456	12Jun89	97 1				375000
		HERITAGE LVNG CANADA WARRANTS	3456	12Jun89	97 1				500000
	Rumph, Ann	HERITAGE LVNG CANADA COMMON	3						
	601561 Ontario Limited			12Jun89	97 1				2003200
		HERITAGE LVNG CANADA SR A SPL	3	12Jun89	97 1				375000
		HERITAGE LVNG CANADA WARRANTS	3	12Jun89	97 1				500000
	Sandal, Marko	HERITAGE LVNG CANADA COMMON	3						
	Sandal Capital Corp.			12Jun89	97 1				1752800
		HERITAGE LVNG CANADA SR A SPL	3	12Jun89	97 1				375000
		HERITAGE LVNG CANADA WARRANTS	3	12Jun89	97 1				350000
HIGH RIVER GOLD MINES LTD.	Inco Gold Company	HIGH RIVER GOLD MINES	3	14Jun89	20	2250000			3500000
		HIGH RIVER GOLD MINES CV DEB	3	14Jun89	00				500000
		HIGH RIVER GOLD MINES N-T WRRT	3	14Jun89	20	2250000			3000000
HILLCREST RESOURCES LTD.	Carruthers, John Howard	HILLCREST RESOURCES LTD.	45	24May89	10		800	1.50	
			45	1Jun89	10	12000		1.25	89512
HOLLINGER INC.	Canadian National Railway Company, Trustee	HOLLINGER INC	3	14Jun89	10	204800		14.25	8925000
HORSHAM CORPORATION, THE	Delaney, Ian William	HORSHAM CORPORATION SUB VTG	45	15Jun89	20	1000000		9.75	3002800
	Novelly, Paul Anthony AIC Ltd		0 0	23May89 23May89	10 00 1		135000	7.32 US	1500000 2802550
IMASCO LIMITED	Courtney, Michael A.	IMASCO LTD	7 7	16Mar89 16Mar89	20 20		1000 6000	31.75 32.00	 0
	Imperial Tobacco ESBP		7	1Jan89	30 1	572		32.078	6687
IMC INTEGRATED MARKETING COMMUNICATIONS INC.	Freeman, Christopher H.	IMC INTEGRATED	45	19May89	00				6282
			45	19May89	20	797000		0.001	803282
		IMC INTEGRATED OPTIONS	45	24May89	96	150000		0.15	150000
	Freeman, Maria C.	IMC INTEGRATED IMC INTEGRATED OPTIONS	0 0	24May89 24May89	00 96	 150000		 0.15	 150000
INDEPENDENCE PETROLEUMS INC.	Cadinha, Howard Everell	INDEPENDENCE PETE INC	4	5Jun89	20	835753		0.06	835753
INTENSITY RESOURCES LTD.	Christopher Investments Ltd.	INTENSITY RES LTD	3	5Jun89	10	218383		0.64	5763765
	Gillanders, Robert W.		4 4	4Mar89 5Jun89	10 00	 10000		 0.54	 10000
INTERNATIONAL FOREST PRODUCTS LIMITED	Friesen, Francis E.	INTERNATIONAL FOREST CLASS A	8						
	RRSP-Royal Trust			31May89	35 1	151		5.50	3240
	Friesen, Gerald J.		5	31May89	35	87		5.50	1274
	RRSP		5	31May89	35 1	98		5.50	1258
	Henri, Herbert L.		45	31May89	35	2		5.50	71
	Kneteman, Helmuth		4	31May89	35	1456		5.50	32868

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INTERNATIONAL MAHOGANY CORP.	McColl, Robert Alan Caldwell	INTL FOREST PRODUCTS CLASS B	4	31May89	35	12		5.50	376
	Milroy, John A.		4	31May89	35 1	39		5.50	1029
	Bemjam Services Ltd. RRSP		4	31May89	35 1	74		5.50	1935
	Mountclair Investment Corporation		3	31May89	35	122402		5.50	3182457
			3	31May89	35	10786		5.50	695073
	Poole, John Wilson		4						
	J. Poole Holdings Ltd.			31May89	35 1	40		5.50	1070
	Segal, Joseph RRSP		4	31May89	35	85		5.50	2225
			4	31May89	35 1	400		5.50	10400
	Sitter, Robert M.		5	31May89	35	317		5.50	6264
	Sitter, Susan Elaine		8	31Jun89	35	61		5.50	1606
	Southcott, Constance M.		8	31May89	35	97		5.50	2570
	Southcott, John C.		45	31May89	35	161		5.50	4204
	Goldsil Resources Ltd.		3	May89	10	145700		3.00 aprx.	2639686
	Ingot Capital Corp.		6	24May89	10	1500		3.00	
INTERNATIONAL PETROLEUM CORPORATION		INTL MAHOGANY CORP CL A COMMON	6	25May89	10	3000		3.00	468248
	Magellan Resources Corp.		2	29May89	00				
			2	29May89	10	10000		3.00	
			2	29May89	10	5000		3.05	
			2	30May89	10	11900		3.00	
			2	30May89	10	10000		3.05	
			2	31May89	10	3800		3.00	40700
	Lundin, Adolf H.		45	19May89	10		43000	3.35	
			45	19May89	10		99501	3.55	
			45	19May89	10		1	3.35	
			45	19May89	10		47200	3.30	
			45	26May89	10		1900	3.30	
			45	26May89	10		700	3.15	1152202
	Schroeter, Stephen Richard		7	5May89	76	7000		5.75	
			7	19May89	10		7000	8.875	100
INTERNATIONAL SEMI-TECH MICROELECTRONIC INC.	Thompson, John	INTERNATIONAL SEMI-TECH COMMON	4						
	Alice Burega			10May89	10 1	7000		8.875	16300
	Janet Nault		4	10May89	10 1	3000		8.87	6000
	Maureen Scissons		4	5May89	10 1		6600	8.75	3400
JOUTEL RESOURCES LIMITED	Harbinson, Hugh David	JOUTEL RES LTD SUB-VTG	5	1Jun89	10	16666		0.17	1983334
KANATA HOTELS INTERNATIONAL INC.	Hardie, Daniel C.	KANATA HOTELS INTL INC	4	31May89	10	35000		1.05	35000
	Thomson Kernaghan & Co. Ltd. RRSP		4	15May89	10 1	3800		1.014	8800
KENARTHA OIL AND GAS COMPANY LIMITED	Sheridan, John Patrick	KENARTHA OIL & GAS CO LTD	345						
	Shield Development Company Limited, The			24May89	00 1				100000
		KENARTHA OIL & GAS CO LTD PREF	345	24May89	00 1				250000
KERR-MCGEE CORPORATION	Harrison, Richard D.	KERR MCGEE CORP	4	5Mar89	10	500		47.625	600
KEVIN CAPITAL CORP.	Mortimer, Roger James	KEVIN CAPITAL CORP	45	25May89	10		2500	0.99	
			45	31May89	10		7500	1.00	521000
KINOVA MINERALS INC.	Erikson, Christine	KINOVA MINERALS INC.	45	21Jun89	20		76000	0.02	0
	Erikson, Glen		3	21Jun89	20		315000	0.02	0
	Piecha, Maria		3	21Jun89	20		243083	0.02	0
	Krater Minerals Inc.		3	21Jun89	20 1	634083		0.02	634083
LA TEKO RESOURCES LTD.	Millar, Chester F.	LA TEKO RESOURCES LTD.	45	31May89	00				622654
	Agean International S.A		45	30May89	10 1		3000	0.75	
			45	30May89	10 1		2000	0.73	
			45	30May89	10 1		2000	0.72	
			45	31May89	10 1		3000	0.70	265500
LACHIB DEVELOPMENT CORPORATION	401774 Ontario Inc.	LACHIB DEVELOPMENT COMMON	3	14Jun89	00				1625000
		WARRANTS	3	14Jun89	00				1625000

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	Diasyn Technologies Limited	LACHIB DEVELOPMENT PREFERENCE	3	14Jun89	00				373750
	Gransden, Angela Elizabeth	LACHIB DEVELOPMENT COMMON	345	14Jun89	00				560000
	401774 Ontario Inc.	WARRANTS	345	14Jun89	20 1	1625000		0.20	1625000
			345	14Jun89	20 1	1625000		0.20	1625000
LAFARGE CANADA INC.	Maze, James Richard	LAFARGE CANADA INC COMMON	5	1Mar89	97	3			17
LAFARGE CORPORATION		OPTIONS	5	2Mar89	97	150			150
		LAFARGE CORP OPTIONS - COMMON	5	14Mar89	97	12000			39400
LE GROUPE VIDEOTRON LTEE	Decary, Michel	LE GROUPE VIDEOTRON SUB-VTG	4	8Jun89	10	250		19.75	1550
	Lauzon, Gilles	LE GROUPE VIDEOTRON 7.5 CON DEB	7	9Jun89	22	8000		105.00	
	Brault, Guy, O'Brien		7	14Jun89	22 1	30000		104.00	60000
LINCOLN CAPITAL CORPORATION	McLaughlin, John J.	LINCOLN CAPITAL CORPORATION	4	28Mar89	20		14275	3.50	6500
	McLaughlin Arthur Inv.		4	28Mar89	20 1	10000		3.50	10100
	McLaughlin Shelly Ltd.		4	28Mar89	20 1	4275		3.50	12000
			4	28Mar89	20 1	6000		3.50	12000
	Shelly, J. Scott (IN TRUST)		4	28Mar89	10		10275	3.50	3000
			4	28Mar89	00 1				30000
	McLaughlin Shelly Ltd.		4	28Mar89	20 1	10275		3.50	12000
	Scott Shelly Investments		4	28Mar89	20 1	10000		3.50	10100
LOEWEN, ONDAATJE, MCCUTCHEON, INC.	Semmelhaack, Gerald E.	LOEWEN ONDAATJE MCCUTCHEON INC	7	20Jun89	10		2000	5.75	40000
	Vince, H. June		7	15May89	10		5000	5.00	0
LONVEST CORPORATION	Allan, Ralph Thomas M.	LONVEST CORP	5	13Jun89	30	21000		19.07	57182
	Kimball, Charles L.		7	13Jun89	10	20000	1907		55696
	Richardson, John E.		5	19Jun89	20	20000		22.00	
			5	19Jun89	20		20000	22.00	77910
LOUISIANA LAND AND EXPLORATION COMPANY, THE	Davis, James Lawrence	LOUISIANA LD & EXPL CO	5	17May89	97	800			3973
	Greene, John F.		5	17May89	97	2900			11000
	Leidner, Jr. Ernst J.			17May89	97	1000			3127
LUMONICS INC.	Gardner, Charles J.	LUMONICS INC	4	19May89	22		1300	7.75	0
MACKENZIE FINANCIAL CORPORATION	Mauran, Richard C.W.	MACKENZIE FINL CORP	3	15May89	10		25000	6.00	
			3	22May89	10		25000	6.00	
			3	29May89	10		35000	6.33	
			3	29May89	10		80000	6.55	
			3	5Jun89	10		435000	6.80	
			3	12Jun89	10		25000	6.625	5375000
	Saganski, Moira A.		5	8Jun89	10		2000	6.875	27400
MACLEAN HUNTER LIMITED	Blackburn, Alan	MACLEAN HUNTER LTD CLASS X	5	6May89	30	800		12.47	38580
	Profit Sharing Plan		5	6May89	00 1				4676
	Deacon, Paul Septimus Family		4	1May89	99				527746
			4	1May89	10 1		550	12.50	7750
			4	2May89	20 1		550	12.50	7750
	Drane, Bruce L. DPSPandASP		5	8Jun89	00				56800
			5	8Jun89	30 1	30		13.293	5251
	James, Philip F. Spouse	MACLEAN HUNTER CL Y CONV	5	5Jun89	10 1	350		11.60	350
MACMILLAN BLOEDEL LIMITED	Bauer, Joseph C.	MACMILLAN BLOEDEL LTD	7						
	Purchase Plans			31Jan89	30 1	91		17.19	
			7	28Feb89	30 1	98		15.92	
			7	31Mar89	30 1	107		15.51	
			7	30Apr89	30 1	107		15.21	
			7	31May89	30 1	107		15.20	
			7	31May89	30 1		500	15.20	
	Sr. Mgmt Share Purchase Plan		7	31Jan89	00 1				214
									11166
	Low, W. George		5	27Apr89	10		600	17.38	0
	Employee Share Purchase Plan		5	31May89	30 1	97		18.26	2438
	Senior Management Share Purchase Plan		5	31May89	00 1				3500

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MACMILLIAN GOLD CORP	Agostino, Anthony L. Branter Electric	MACMILLAN GOLD CORP.	45						
				5May89	10 1	500		1.05	
			45	17May89	10 1	2000		1.40	
			45	23May89	10 1	2000		1.30	
			45	5Aug89	10 1	1000		1.05	
			45	5Sep89	10 1	500		1.05	
			45	5Oct89	10 1	1500		1.30	
			45	5Nov89	10 1		1000	1.50	
			45	5Nov89	10 1		2000	1.45	
	45	5Dec89	10 1	1500		1.45	166400		
	Regnier, Andrea Dawn	MANRIDGE EXPLS LTD	5	5May89	10		1000	1.05	
			5	25May89	10		1300	1.40	12200
	MANRIDGE EXPLORATIONS LIMITED	Presley, Daniel Edward	MANRIDGE EXPLS LTD	45	15Jun89	10	5000		0.15
MCDONALD'S CORPORATION	Albrecht, O. Thomas Indirect Holdings	MCDONALD'S CORP	4	2Jun89	97				200
			4	2Jun89	97 1				2822
	Beckwith, Joseph M.		5	2Jun89	84	9988			19976
	Carter, Jessie W.		5	2Jun89	84	4518			9036
	Cooke, John Downing		5	2Jun89	84	34525			69050
	Cooke, Margarete		5	2Jun89	84	13466			26932
	Dill, Carl F. Jr.		5	2Jun89	84	3861			7722
	Fewster, Thomas G. Wife		5	2Jun89	84	26573			53106
			5	2Jun89	84 1	505			1010
	Flynn, Patrick J.		5	2Jun89	84	30868			61372
	Glasgow, Thomas W. Jr.		5	6May89	84	7387			
			5	6May89	97	2214			16988
	Horwitz, Donald P. Indirect Holdings		5	6Feb89	84	10174			20348
			5	6Feb89	84 1	11516			23033
	Kos, Bonnie M.		5	30May89	20		4103	59.25	
			5	2Jun89	84	10432			20864
	Kramer, James M.		5	6Feb89	84	923			923
	Kravitz Linda D.		5	6Feb89	84	2485			4970
	Lane, Jerry R.		5	6Feb89	84	12776			25552
	Lexell, Roger Howard		5	6Feb89	84	16614			33228
	Miessler, Ronald W.		5	6Feb89	84	1806			3612
	Nelson, Peter A.		5	6Feb89	84	13992			27984
	Newman, Gerald		45	2Jun89	84	12355			24710
	Rensi, Edward H.		45	2Jun89	84	16728			33456
	Roche, Edward J.		5	2Jun89	84	3539			7078
	Rummel, George T.		5	2Jun89	84	2282			4564
	Sensor, George M.		5	6Feb89	84	14975			29950
	Starmann, Richard G.		5	2Jun89	84	14814			29628
	Sutherland, Wilburn H.		5	16May89	20		6136	57.75	
			5	16May89	84	10			20
	Wallerstein, David B.		4	2Jun89	84	8443			16886
	Weissmueller, Robert Thomas		4	2Jun89	84	9000			18000
	Wunner, Stanley Bruce		5	18May89	76	5319		29.944 aprx. 19758	
	Yastrow, Shelby		5	2Jun89	84	32243			64486
MCNEIL, MANTHA, INC.	Aubert, Jean	MCNEIL, MANTHA, INC ACT ORD	5	22Jun89	20	200		1.73	6200
	Desaulniers, Andre	MCNEIL, MANTHA, INC COMMON	345	22Jun89	20	9500		1.75	1359185
	Desormeaux, Raymond		345	22Jun89	20	9500		1.75	1359185
	Lemyre, Rene		5	22Jun89	20	2000		1.75	26478
MDS HEALTH GROUP LIMITED	Evans, John R.	MDS HEALTH GROUP LTD CL D	4	23May89	00				
MEMOTEC DATA INC	Addey-Jibb, Simon F.	MEMOTEC DATA INC	2	31Jan89	30	47		10.125	
			2	28Feb89	30	23		10.25	
			2	31Mar89	30	285		9.957	2286

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METALORE RESOURCES LIMITED	McVicar, John C.	METALORE RES LTD	4	30May89	10	200		29.00	10000
MIDLAND GOLD CORPORATION	Hutton, David A.	MIDLAND ENERGY CORP	4	7Jun89	10	3000		0.35	21000
MINNOVA INC	Kerr Addison Mines Limited	MINNOVA INC.	3	30May89	10	52000		18.625	7248996
MOORE CORPORATION LIMITED	Anderluh, John R.	MOORE CORP LTD	5	7Jun89	10		7200	30.87	0
MORGAN FINANCIAL CORPORATION	Williams, David M.	MORGAN FINC CORP	7	6Jun89	10	3000		0.90	7080
MORRISON PETROLEUMS LTD	Stollery, A. G.	MORRISON PETE LTD	3456	13Jun89	10		100000	10.00	0
	606515 Ontario Limited		3456	13Jun89	00 1				1042657
	Angus Farms Limited		3456	13Jun89	00 1				25500
	Argor Explorations Ltd.		3456	13Jun89	00 1				249100
MRP PETROLEUMS INC.	Dawdy, Keith H.	MRP PETE INC	4	29May89	76	7340		0.15	7340
MSR EXPLORATION LTD.	MSR Exploration Ltd.	M S R EXPL LTD		May89	97	16000		1.648 US	75800
NATIONAL BANK OF CANADA	Mathieu, Denis	NATIONAL BANK OF CANADA	5	13Jun89	30		2758	13.94	1092
NATIONAL TRUST COMPANY	Bennett, Colin Emerson	NATIONAL TRUST COMPANY	4	13Jun89	97	300		27.00	2863
NEWFOUNDLAND EXPLORATION COMPANY LIMITED	Ayre, Miller H.	NEWFOUNDLAND EXPROARION CO. LT	456	15May89	10	4000		0.55	73000
NEWTEL ENTERPRISES LIMITED	Hudson, William George	NEWTEL ENTERPRISES LTD	7	29May89	10		870	20.00	0
NORANDA FOREST INC.	Berthel, Ginette	NORANDA FOREST INC COMMON	7	1May89	76	100		19.00	100
NORTHFIELD MINERALS INC.	Equity Investments Corp	NORTHFIELD MINERALS INC.	3	29May89	20	603649		0.44	1563346
	Equity Preservation Corp. Partnership		3	24May89	20	245766		0.44	1695041
NORTHWEST DIGITAL LTD.	McKinney, Robin David Andrew	NORTHWEST DIGITAL LTD.	45	24May89	10		14000	1.35 aprx.	
			45	31May89	20		19599		24152
NOVA CORPORATION OF ALBERTA	Clarke David Frank	NOVA CORPORATION OF ALBERTA	7	30May89	25		1000		0
	RBC Dominion Securities		7	30May89	10 1	1000			1000
	Shuart, Stanley R.		7	22Jun89	10		4000	8.75 US	414
NU-GRO CORPORATION, THE	Hill, John D.	NU-GRO CORP	45						
	Carter-Hill Consulting Inc.			15Jun89	10 1		80000	1.25	47500
OE INC.	Devitt, T. M.	OE INC	3458	9Jun89	20	100000		8.00	
			3458	9Jun89	20		95000	12.87	95000
	607654 Ontario Ltd.		3458	9Jun89	00 1				685612
ORECO MINES & ENERGY CORP.	Gilbert, Jack Allan	ORECO MINES & ENERGY CORP	45	6Jun89	00				1
PALOMA PETROLEUM LTD.	Adams, Walter Joseph	PALOMA PETE LTD	45	13Jun89	76	40000		3.65	260104
PANCONTINENTAL OIL LTD	Uptis, Uldis	PANCONTINENTAL OIL LTD	4	18May89	10		1000	4.75	
			4	12Jun89	10		1700	5.25	58138
PARAGON PETROLEUM LIMITED	Cooke, Michael S.P.	PARAGON PETE LTD	45	1May89	10	5009			306434
PARAMOUNT VENTURES AND FINANCE INC.	Capizzano, Anthony A.	PARAMOUNT VENTURES CLASS A	456						
	708589 Ontario Ltd.			17May89	10 1	3800		2.60 aprx.	190550
	Knight, Phillip William		456	17May89	10	500		2.45	58250
	708590 Ontario Ltd.		456	12May89	10 1	500		2.70	
	Lewarne, Robert Franklin		4	16May89	10		2700	2.45	1300
	Mierimeg Capital Corp.		34	25Apr89	10		10200	2.40	
			34	26Apr89	10	1800		2.34	
			34	28Apr89	10		4000	2.80	
			34	1May89	10	5600		2.75 aprx.	
			34	2May89	10	11200		3.00 US	
			34	2May89	10		1900	2.73	
			34	2May89	10		1900	2.72	
			34	3May89	10	8300		2.75	
			34	4May89	10		3400	2.75	
			34	5May89	10		6100	2.61	
			34	8May89	10		2500	2.70	
			34	8May89	10		2500	2.70	
			34	8May89	10		20000	2.71	
			34	9May89	10		11300	2.70	
			34	9May89	10		3000	2.65	
			34	11May89	10		40300	2.70	
			34	11May89	10	1000		2.30 US	

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PEMBERTON HOUSTON WILLOUGHBY INVESTMENT CORPORATION			34	12May89	10	1500		2.20 US	
			34	12May89	10	4200		2.54	
			34	15May89	10	4500		2.17 US	
			34	16May89	10	13200		2.10 US	
			34	17May89	10	12700		2.41	
			34	17May89	10	3000		2.04	
			34	17May89	10		1000	2.35	
			34	18May89	10	11800		2.44	
			34	22May89	10		1300	2.37	
			34	24May89	10		2500	2.40	
			34	30May89	10		1000	2.32	
			34	31May89	10	20000		2.35	
			34	31May89	10		5000	2.35	
			34	31May89	10	6000		2.30	
			34	31May89	10	112500		1.254 aprx.	853512
	Alexander, Dean N.	PEMBERTON HOUSTON CLASS B	4	12May89	22		166000	9.00	0
	RRSP		4	12May89	22 1		15928		0
	Chaston, John G.	PEMBERTON HOUSTON CLASS A	7	11May89	00		20700	9.00	0
		PEMBERTON HOUSTON CLASS B	7	11May89	00		3000	9.00	0
		SECOND PREFERRED	7	11May89	00		400	28.125	0
	Crone, Jack E.	OPTIONS	5	12May89	76	3000		7.00	
			5	17May89	76		3000	9.00	0
		PEMBERTON HOUSTON CLASS B	5	17May89	20		117200	9.00	0
		PEMBERTON HOUSTON CONV PREF.	5	17May89	20		2000	28.125	0
	Davies, Duncan K.	PEMBERTON HOUSTON 2ND SER-1	5	12May89	22		720	28.125	0
	Evans, George H.	PEMBERTON HOUSTON	7	5Jan89	10		5000	5.25	
		PEMBERTON HOUSTON CLASS B	7	11Apr88	00		10000	6.00	
	RRSP		7	6May88	00		5000	5.75	
			7	17May89	00		20000	9.00	0
			7	7Jan88	00 1		600	7.50	
			7	7Jan88	00 1		1400	7.25	
			7	17May89	00 1		1000	9.00	0
	Hamilton, Avora Jean	OPTIONS	5	12May89	76	4000		7.00	0
		PEMBERTON HOUSTON CLASS A	5	12May89	22		900	9.00	0
		PEMBERTON HOUSTON CLASS B	5	12May89	22		2100	9.00	0
			5	12May89	22		4000	9.00	0
		PEMBERTON HOUSTON CONV PREF.	5	12May89	22		720	28.15	0
	Heinrich, Robert R.	PEMBERTON HOUSTON CLASS B	7	17May89	10		108400	9.00	0
	Trealvan & Co. In Trust		7	17May89	10 1		23700	9.00	0
		SECOND PREFERRED	7	17May89	10		1100	28.125	0
	Martin, Frederick J.S.	PEMBERTON HOUSTON CLASS B	8	18May89	00		35000	9.00	0
	RSP Montreal Trust		8	18May89	00 1		8748	9.00	0
	Marus, Irvin John		78	18May89	00		20400	9.00	0
	Gail D. Marus		78	18May89	00 1		2168	9.00	0
	Rsp		78	18May89	00 1		400	28.125	0
	McManus, Michael B.		4	24May89	00		117548	9.00	0
	Moldowan, Ivan S.	PEMBERTON HOUSTON CLASS A	7	12May89	22		21400	9.00	0
		PEMBERTON HOUSTON CLASS B	7	12May89	22		67200	9.00	0
		SECOND PREFERRED	7	12May89	22		1300	28.125	0
	Mulvihill, Dennis P.	PEMBERTON HOUSTON CLASS B	45	12May89	22		99850	9.00	0
			45	12May89	22		10150	9.00	0
	O'Leary, George L.	PEMBERTON HOUSTON CLASS A	4	12May89	22		1500	9.00	0
	Osachoff, Larry	PEMBERTON HOUSTON CLASS B	7	19Apr89	10		44864	8.62	0
		PEMBERTON HOUSTON 2ND SER-1	7	21Apr89	10		2000	27.35	0
	Phillips, Brian A.	PEMBERTON HOUSTON CLASS A	0						
	Trealvan & Co.		0	18May89	22 1		500	9.00	0
		PEMBERTON HOUSTON CLASS B	0	18May89	22 1		5984		0

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
		PEMBERTON HOUSTON 2ND SER-1	0	18May89	22		600	28.125	0
	Megan Phillips In Trust		0	18May89	00 1		250	9.00	0
	Puusepp, Jaak	PEMBERTON HOUSTON CLASS B	7	12May89	22		16000	9.00	0
		SECOND PREFERRED	7	12May89	22		1553	28.125	0
	Ritchie, D. Max	PEMBERTON HOUSTON CLASS A	4	12May89	22		1000	9.00	0
	Roberts, Ernest F. H.	PEMBERTON HOUSTON CLASS B	5	12May89	78		5484	9.00	0
	Romanchuk, Paul S.	OPTIONS	5	12May89	76		25000	7.00	0
		PEMBERTON HOUSTON CLASS A	5	12May89	78	110950			110950
			5	12May89	22		110950	9.00	0
		PEMBERTON HOUSTON CLASS B	5	12May89	76	25000		7.00	
			5	12May89	78		102200		0
		PEMBERTON HOUSTON CONV PREF.	5	12May89	78		2800		0
	Rubacha, Colleen M.	PEMBERTON HOUSTON CLASS B	7	12May89	22		3368	9.00	0
	Rubacha, Garry RRSP		7	12May89	22		28100	9.00	0
			7	12May89	22 1		6700	9.00	0
		PEMBERTON HOUSTON 2ND SER-1	7	12May89	22		3000	28.125	0
	Segal, Joseph	PEMBERTON HOUSTON CLASS A	4	12May89	22		2000	9.00	0
	Shatzko, Edward M.	PEMBERTON HOUSTON CLASS B	7	11May89	00		101000	9.00	0
		PEMBERTON HOUSTON 2ND SER-1	7	11May89	00		1200	28.45	0
	Sutherland, Gary B.	PEMBERTON HOUSTON CLASS B	8	18May89	22		31000	9.00	0
	RSP		8	18May89	22 1		20332	9.00	0
		SECOND PREFERRED	8	18May89	22 1		800	28.125	0
	Vicic, Donald J.	PEMBERTON HOUSTON CLASS B	4	12May89	00		47200	9.00	0
	Walker, Graham H.	PEMBERTON HOUSTON CLASS A	45	12May89	78	108801			
			45	12May89	22		108801	9.00	0
		PEMBERTON HOUSTON CLASS B	45	12May89	78		104176		0
		PEMBERTON HOUSTON CONV PREF.	45	12May89	78		1480		0
	Werner, Stephen A.	PEMBERTON HOUSTON CLASS B	7	18May89	10		13500	9.00	0
	Indirect Holdings		7	18May89	10 1		11500	9.00	0
	Wright, Frederick R.	PEMBERTON HOUSTON CLASS A	45	12May89	78	57482			57482
			45	12May89	22		57482	9.00	0
	364915 British Columbia Ltd.		45	12May89	22 1		266018	9.00	0
		PEMBERTON HOUSTON CLASS B	45	12May89	78 1	266018			266018
			45	11May89	20		266018	9.00	19982
			45	12May89	78		44982		0
	364915 British Columbia Ltd.		45	11May89	20 1	266018		9.00	266018
			45	12May89	78 1		266018		0
		PEMBERTON HOUSTON 2ND SER-1	45	12May89	78		4000		0
	Wyman, W. Robert	OPTIONS	4	12May89	76		25000	7.00	0
		PEMBERTON HOUSTON CLASS A	4	12May89	78	293262			293762
			4	12May89	22		293762	9.00	0
	293432 BC Ltd.		4	12May89	78 1	10800			10800
			4	12May89	22 1		10800	9.00	0
		PEMBERTON HOUSTON CLASS B	4	12May89	76	25000		7.00	284200
			4	12May89	78		284200		0
	293432 BC Ltd.		4	12May89	78 1		10800		0
		PEMBERTON HOUSTON CONV PREF.	4	12May89	78		2900		0
	Zweep Philip, A	PEMBERTON HOUSTON CLASS B	5	16May88	96	20000		7.00	
			5	17May89	76		20000		0
			5	17May89	22		1500		0
	RRSP		5	28Nov88	10 1	500		5.125	
			5	28Mar89	10 1	500		4.85	1500

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
		PEMBERTTON HOUSTON 2ND SER-1	5	17May89	22		800	28.125	0
PETROLANTIC LTD.	MacIsaac, John H.	PETROLANTIC LTD.	4	10May89	10		3000	0.65	
			4	22May89	10		3000	0.60	
			4	23May89	10		3000	0.60	
			4	24May89	10		3000	0.57	
			4	25May89	10		3000	0.60	214000
			4	1Jun89	76	50000		0.60	264000
PLATINUM LAKE TECHNOLOGY INC.	Cohen, Richard	PLATINUM LAKE TECH CLASS C WTS	456	23May89	10		1500		
		PLATINUM LAKE TECHNOLOGY	456	31May89	10	1500		1.85	16250
			456	23May89	10		3000	1.90	
			456	31May89	10	3000		1.85	
			456	31May89	10	10000		1.00	257751
POCO PETROLEUMS LTD	Kurceba, Peter J.	POCO PETE LTD	5	6Jun89	76	16000		7.00	
			5	6Jun89	76		13000	8.00	
			5	6Jun89	76		3000	8.12	3357
			5	15Jun89	76	2000		7.00	
			5	15Jun89	10		2000	8.12	3357
POWER CORPORATION OF CANADA	Desmarais, Paul	POWER CORP OF CDA PARTIC PFD	345						
	Gelco Enterprises Ltd. Polprim Inc. Monceau Investments Inc	POWER CORP OF CDA SUBORDINATE		1May89	00 1				12053207
			345	1May89	97 1	91923			91923
			345	1May89	97 1		14884656		0
	Polprim Inc. Prime Investors Ltd.		345	1May89	97 1	23343040			23343040
			345	1May89	97 1		8456288		0
	Johnson, John Edward	POWER CORP OF CDA OPTIONS	5	9Jun89	76		10000		95000
		POWER CORP OF CDA SUBORDINATE	5	9Jun89	76	10000		8.468	10000
	Morimanno, Paul	POWER CORP OF CDA CALL OPTIONS	5	31May89	76		40000		70000
		POWER CORP OF CDA SUBORDINATE	5	31May89	76	40000		8.47	40968
	Pitfield, Peter M. NMP Investments Ltd. RRSP	POWER CORP OF CDA	45	6Jun89	76	50000		8.469	85000
			45	15Jun89	10		50000	15.25	0
			45	26May89	10 1		10000	16.125	25000
			45	26May89	10 1	10000		16.125	10000
POWER FINANCIAL CORPORATION	Berlis, Douglas Albert	POWER FINC CORP	4	1Jun89	10	3000		19.50	10000
	Caisse De Depot Et Placement Du Quebec		3	2May89	10	300		17.94	
			3	4May89	10	1000		18.31	
			3	5May89	10	12300		18.31	
			3	16May89	10	34000		19.19	
			3	19May89	10	16000		19.19	10350211
	Desmarais, Jacqueline		6	1May89	00				60
	Kavanagh, Kevin Patrick	POWER FINC CORP OPTIONS	4	16May89	76	25000		13.75	
			4	16May89	10		25000	19.125	0
			4	16May89	76		25000	13.75	125000
	Thompson, John Douglas		7	2May89	96		24000	11.00	0
POWER FINANCIAL CORPORATION (CORP. NO. 30956)	Cunningham, Norman	POWER FINC CORP OPTION	8	3May89	25		16000	11.00	0
PRIVATEL INC.	May, George S.	PRIVATEL INC.	4	2Apr89	10	50000		6.50	
			4	27Apr89	10		20000	4.75	
			4	27Apr89	10		15000	4.85	
			4	27Apr89	10		3000	4.15	
			4	18May89	10		3900	4.00	
			4	18May89	10		100	4.10	39000
			4	4Apr89	10 1		2800	4.60	
	G & S International Holdings Inc.		4	28Apr89	10 1		3000	4.05	148900
PROMATEK INDUSTRIES LTD.	Promatek Industries Ltd.	PROMATEK INDS LTD	18	24May89	87	3200		0.85	3200
PROVIGO INC.	Beausoleil, Roger	PROVIGO INC	7	15Jun89	10		2177	10.00	934
	Caisse De Depot Et Placement Du Quebec		3	9May89	10	41600		9.19	
			3	17May89	10	15000		9.19	
			3	24May89	10	50000		9.43	10718100
	Preddy, David John		4	25May89	10		2961	9.50	0
	Somers, Basil Norman		7	28Apr89	78	2467		9.125	2467
	Turner, William I. M.		4	13Apr89	10	1500		9.125	
			4	17Apr89	10	100		9.00	
			4	18Apr89	10	1400		9.125	5000

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PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED	Wimton Inc.		4	1May89	10 1	1200		9.00	
			4	1May89	10 1	20000		9.125	26200
	Dougherty Jr., Robert J.	PUBLIC SERVICE ENT GRP INC	6	5Apr89	30	1		23.464	29
	Dunphy, T.J. Dermot		4	22May89	97	383		26.088	7929
	Grevenitz, Curtis W.		5	5Apr89	30	4		23.464	240
	Morris, Everett L.		45	5Apr89	30	85		23.464	11451
	Jointly		45	5Apr89	00 1				3494
	Wife		45	5Apr89	00 1				2751
	Rizzi, Louis L.		5	5Apr89	30	17		23.64	2538
	Stys, Rudolph D.		5	5Apr89	30	8		23.464	900
QUADRA LOGIC TECHNOLOGIES INC.	Brown, John C.	QUADRA LOGIC TECHNOLOGIES INC.	4						
	Albiol Technology Ltd.			9Jun89	10 1		1000	7.375	
			4	14Jun89	10 1		2000	7.375	
			4	14Jun89	10 1		1000	7.50	
			4	14Jun89	10 1		2098	7.625	
			4	14Jun89	10 1		1000	7.375	
			4	15Jun89	10 1		4000	8.50	
			4	15Jun89	10 1	1000		5.625	
			4	16Jun89	10 1		2000	9.00	
			4	21Jun89	10 1	2000		7.50	288356
REA GOLD CORPORATION	Cassiar Mining Corporation San Antonio Gold Ltd.	REA GOLD CORP	3						
				6Jun89	10 1	10000		2.80	2528100
			3	6Jun89	10 1	57500		2.85	2585600
			3	7Jun89	10 1	45000		3.00	2630600
			3	7Jun89	10 1	800		2.95	2631400
			3	9Jun89	10 1	500		2.80	2631900
			3	9Jun89	10 1	1000		2.80	2632900
			3	12Jun89	10 1	5100		2.80	2638000
			3	13Jun89	10 1	69000		2.83	2707000
	Dynamic Capital Corporation Dcc Equities Ltd.		3						
REBUS OIL COMPANY LTD.				14Jun89	10 1	60000		3.90 aprx.	2411082
	Stephenson, George Elliott	REBUS OIL CO. LTD. COMMON	00	16Jan89	10	2000		0.30	205201
			00	17Jan89	10	1000		0.30	206201
			00	18Jan89	10	500			206701
			00	9May89	10	1500		0.28	202201
			00	18May89	10	1000		0.27	203201
RENAISSANCE ENERGY LTD.	Gore, Brian H.	RENAISSANCE ENERGY LTD	5	1Jun89	10		500	16.75	2987
	Held In Trust		5	1Jun89	00 1				913
	RRSP		5	1Jun89	00 1				4762
	Greene, Ronald G.		45	5Jun89	00				586379
	In Trust		45	5Jun89	00 1				2679
	Portage Investment Co.		45	5Jun89	00 1				2698
	R.G. Greene Holdings Ltd		45	5Jun89	10 1		4124	16.25	4176
	RRSP		45	5Jun89	00 1				6152
	Horner, Stephen R.		5	3Apr89	30	370		15.00	4181
			5	25Apr89	76	6000		3.715	10181
			5	25Apr89	76		6000	14.875	4181
	Held In Trust		5	25Apr89	00 1				913
	RRSP		5	25Apr89	00 1				731
	Paget, James Robert		45	2Jun89	10		2000	17.00	37168
	Held In Trust		45	2Jun89	00 1				913
	Portage Investment Co.		45	2Jun89	00 1				248
	RRSP		45	2Jun89	00 1				1766
	Two Rivers Adventures Ltd		45	2Jun89	00 1				9911
	Thomson, John A.		5	7Jun89	10		10000	17.25	19147
	Portage Investment Co.		5	7Jun89	00 1				118
	RRSP		5	7Jun89	00 1				8076
	Trust		5	7Jun89	00 1				913
RENTOWN ENTERPRISES INC.	Lewis, David A.	RENTOWN ENTERPRISES INC.	4	10May89	10				15000
ROCKFORD MINERALS INC.	Cudney Robert	ROCKFORD MINERALS INC.	4	1Mar89	10	100000	203500		69760
		ROCKFORD MINERALS SPECIAL SHS	4	18May89	78		40000		0
ROCKWELL INTERNATIONAL CORPORATION	Creedon, John J.	ROCKWELL INTL CORP	4	May89	99				32800
	Depalma, Robert Angelo	ROCKWELL INTL CORP CLASS A	45	May89	10				60617
ROGERS COMMUNICATIONS INC.	Rogers, Edward S.	ROGERS COMMUNICATIONS INC CL B	3	15Jun89	00				17225
	Cantel Acquisition Corp.		3	15Jun89	00 1				1286323
	Children		3	15Jun89	00 1				65

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	Management Share Purchase Plan		3	15Jun89	00 1				1620215
	Rogers Acquisition Corp.		3	15Jun89	87 1	49000		117.25	14330217
			3	15Jun89	00 1				14330217
	Rogers Radio Broadcasting Limited		3	15Jun89	00 1				3000
ROLLAND INC.	Cascades Inc.	ROLLANDS INC CL B	3	14Apr89	99	800		25.00	341501
			3	31May89	10	200		25.00	341701
			3	5Jun89	10	200		25.00	341901
ROY-L MERCHANT GROUP INC.	Rotman, Joseph L.	ROY-L MERCHANT GROUP	345						
	Roy-L Resources Limited			20Jun89	20 1	50000		5.00	1990000
ROYAL AEROSPACE CORP.	Rice, Lou	ROYAL AEROSPACE CORP	6	15Jun89	10	65000		0.44	65000
	Rice-Halliday Dyanne		6	14Jun89	10	40000		0.46	52000
ROYAL BANK OF CANADA, THE	Kelly, Burton V.	ROYAL BK CDA	5	19Jun89	30		400	45.25	4669
ROYAL LEPAGE LIMITED	Paice, William Franklin David	ROYAL LEPAGE LTD COMMON	5	14Jun89	10		500	11.50	1517
ROYAL PACIFIC SEAFARMS LIMITED	Hamilton, Clark Bruce	ROYAL PACIFIC SEAFARMS	4	30May89	10		6000	1.10	
			4	31May89	10		2000	1.11	
			4	1Jun89	10	2000		1.10	47250
ROYAL TRUSTCO LIMITED	Collingwood, Henry	ROYAL TRUSTCO LTD	4	23May89	10		4900	16.75	30000
	Velshi, Mehboob H.	ROYAL TRUSTCO LTD CLASS A	6	31May89	00		32100	17.75	50000
ROYALSTAR RESOURCES LTD	Pewsey, Brian G.	OPTION	4	5Dec88	97	70000		0.55	70000
S P C INTERNATIONAL INVESTMENTS LIMITED	Brina, Guido	S P C INTL. INV. LTD.	5	30May89	96	4000			4000
	Cahan, Leslie L.		4	30May89	96	12000			12000
	Densem, Vivian Lorraine		4	30May89	96	4001			4001
	Dingle, D. Terence		4	30May89	96	12000			12000
	Hockey-Sweeney, L. P.		45	30May89	96	16000			16000
	McCoy, Wayne A.		4	30May89	96	12000			12104
	Vinnet, Herman C.		45	30May89	96	4000			4000
	Vosko, I. L.		4	30May89	96	16000			16000
	Winberg, B. B.		4	30May89	96	12000			12200
SANTECH INC.	Sansone, Jean	SANTECH INC.	45	Dec88	99	2500		4.00	2500
SCEPTRE INVESTMENT COUNSEL LIMITED	Bannister, Walter S.	SCEPTRE INVEST COUNSEL CLASS A	5	3Mar89	00				300
		SCEPTRE INVESTMENT COUNSEL OPT	5	3Mar89	00				3000
			5	3Apr89	96	2000			5000
	Gotshalks, Jo-Anne Bonnie	SCEPTRE INVEST COUNSEL CLASS A	5	3Mar89	00	2600			2600
		SCEPTRE INVESTMENT COUNSEL OPT	5	30May89	10	2200	700		3100
			5	3Mar89	00				3000
			5	3Apr89	96	2000	2200		2800
	Horton, Betty Ballantine		5	3Apr89	96				3000
	Murphy, Michael S. R.		5	30May89	96	15000		19.00	44000
	Simmons, Douglas Rodger	SCEPTRE INVEST COUNSEL CLASS A	5	3Apr89	96	5000		19.00	15500
	Stittle, Francis John	SCEPTRE INVESTMENT COUNSEL OPT	5	3Apr89	96	10000			10000
SCEPTRE RESOURCES LIMITED	Hyrailles, Jean-Marie	SCEPTRE RES LTD	8	9Jun89	76	2586		3.10	2586
		SCEPTRE RES LTD OPTION	8	9Jun89	76		9000	3.10	15360
	Knowles, Norman Douglas		5	12Mar89	97	10300		4.00	
			5	18Mar89	97	9090		4.40	
			5	21Mar89	97	10320		4.20	162400
SCOTT PAPER LIMITED	Herb, John J.	SCOTT PAPER LTD	5	30Dec88	99				2400
SCOTT'S HOSPITALITY INC.	Blakely, David W. B.	SCOTT'S HOSPITALITY SUB VTG	5	28Apr89	00	2700		16.75	2700
	Copeland, George William		7	29May89	10	2300		16.75	2300
SHASPER INDUSTRIES LTD.	Lefebvre, Francine	SHASPER INDS LTD	56	May89	85	10500	10500		0

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SHELL CANADA LIMITED	MacLeod, John Morrison Shell Savings Fund	SHELL CDA LTD CL A	45	Jun89	00				7886
			45	Jun89	00 1				1475
	Macleod, John Morrison		45	18May89	76	1000		33.88	8886
SHELTER OIL & GAS LTD.	Clark, Herbert William	SHELTER OIL & GAS LTD	4	12Jun89	97	22058			1298982
SHL SYSTEMHOUSE INC.	Groenewald, James N. 1986 EMP.SAV.PLAN	SHL SYSTEMHOUSE INC	7	May89	10 1	128		11.25	2434
			7	May89	10 1	89		11.25	1883
	Oliver, Ernest Victor 1986 EMP. SAV. PLAN		5	May89	10 1	73		11.25	213
	Yeates, James R. 1986 Emp. Savings		7	May89	10 1	207		11.25	3478
SIENNA RESOURCES LIMITED	Deacon, Donald MacKay	SIENNA RES LTD	4	10May89	10	3000		0.30	27000
SNC GROUP INC., THE	Forster, R. Gordon	SNC GROUP INC CLASS B	5	31May89	20	400		4.92	4009
	Gerry, Gordon Voting Trust Agreement		5	31May89	20 1	400		4.92	19555
	Gourdeau, Jean-Paul		45	31May89	20	400		4.92	7970
	Lyssan, Edward		5	31May89	20		400	4.92	400
	Rustin, Anthony 100779 Canada Inc.		5	31May89	97 1				13500
	SNC Employee Share Holders Corporation Inc., The		5	31May89	78		38208	0.10	1016434
	Saint-pierre, Guy	SNC GROUP INC CLASS A	45	31May89	10	2200		6.00	64200
			45	31May89	10	5400		5.87	69600
			45	1Jun89	10	200		6.00	69800
			45	5Jun89	10	2200		6.00	72000
	Vivian, Paul E	SNC GROUP INC CLASS B	5	31May89	10	400		4.92	5400
	Zakaib, Lorne J.		5	25Apr89	00				1000
SPAR AEROSPACE LIMITED	Dannemann, Charles J.	SPAR AEROSPACE LTD SUB VTG		9Mar89	10		968	15.875	871
				3Apr89	30	104		14.28	975
ST. LAWRENCE CEMENT INC.	Holderbank Financiere Glaris Ltd. Hofi North American Inc	ST LAWRENCE CEM INC CL A	3						
			3	12Jan89	99 1	27000		15.00	9060256
				13Apr89	10 1	149200		17.05	9033256
	Jacques, Serge	SPECIAL SHARES ST LAWRENCE CEM INC CL A	5	22May89	10		3000		37000
			5	20Apr89	10	3000	4000		3000
	Machler, Erwin	SPECIAL SHARES	456	18May89	30	15000			125000
STERIVET LABORATORIES LIMITED	Mikalachki, Alexander	STERIVET LAB LTD	4	8Jun89	97		19500	2.30 aprx.	0
SYNERGISTICS INDUSTRIES LIMITED	Duteau, Arthur Rehault	SYNERGISTICS INDS LTD CLASS A	47	May89	10	11300	17273	4.20	154337
TARZAN GOLD INC.	Middleton, Robert Stuart Turgeon Staking Systems	TARZAN GOLD INC.	45						
				12Apr89	97 1	1000		0.91	
			45	13Apr89	97 1	2000		0.95	
			45	20Apr89	97 1	500		0.90	
			45	20Apr89	97 1	300		0.95	
			45	21Apr89	97 1	2000		0.85	247400
TEE-COMM ELECTRONICS INC.	Beatty, David	TEE COMM ELECTRONICS INC	4	8Jun89	20	50000		0.94	1650000
	Stratton, Richard		45	8Jun89	10	8000		0.80	
			45	12Jun89	10	12000		0.85	25500
THOMSON CORPORATION, THE	Fraser, John F.	THOMSON CORP	4	2Jun89	97	670			1670
	Stanley, David Christopher Hall		4	5Jun89	00	44000			44000
	Tory, John Arnold 373076 Ontario Ltd. H.E. Bacon Testamentary Trust		4	5Jun89	97	40089			46089
			4	5Jun89	97 1	110387			260387
			4	5Jun89	97 1	1670			1670
TORONTO SUN PUBLISHING CORPORATION, THE	Canadian National Railway Company, Trustee	TORONTO SUN PUBG CORP	3	19Jun89	35	13902		22.27	3110041
TORONTO-DOMINION BANK	Laitner, Juergen	TORONTO DOMINION BANK	5	7Jun89	10		107	40.75	130

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
TRAC INDUSTRIES INC.	Millson, James Douglas	TRAC IND. INC. COMMON	45	Nov88	99				62500
			45	May89	10	8889			71389
TRANSALTA UTILITIES CORPORATION	Saponja, Walter	TRANSALTA UTILITIES CORP	5	16Jun89	10		2401	14.625	20
TREATS INC.	430864 Ontario Ltd.	TREATS INC	00	26Apr89	20		1366642		563358
TRICAL RESOURCES INC.	Briggs, Greta J.	TRI POWER PETROLEUM OPT	8	6Mar89	00	75000		2.00	75000
TRIMEL CORPORATION	Melnyk, Eugene Nestor	TRIMEL CORPORATION COMMON	45	Jun89	99				1275000
			45	Jun89	99 1				7600
U A P INC.	Goyet, Jean-Marie	U A P INC CL A	5	18Apr89	97		2000	14.75	6530
ULSTER PETROLEUMS LTD.	Stapleton, Michael C.	ULSTER PETES LTD	5	30May89	20	100		2.25	8100
ULTRAMAR PLC.	Beckett, Michael E. Children	ULTRAMAR PLC	4	1Jun89	10		240		1000
			4	5Jun89	35 1	43			2609
	Darby, John O.R.		4	5Jun89	35	168			15554
	Elton, David O.		45	5Jun89	35	80			4805
	Hunt, Timothy J.		5	5Jun89	35	40			2428
	Pearl, Howard G. Children		5	5Jun89	35	285			2032
			5	5Jun89	35 1	6			387
	Pliatzky, Sir Leo		4	5Jun89	35	44		293.40 £	2676
	Sheptycki, William John	ULTRAMAR PLC ORD PAR 25 PENCE	4	5Jun89	35	439			26392
	Small, John O.		7	5Jun89	35	50			3041
	Utiger, Ronald Earnest		4	5Jun89	35	94			5680
UNION ENTERPRISES LTD.	Waisberg, Lorie	UNION ENTERPRISES LTD	46	25May89	10	200		9.875	200
URANIUM RESOURCES INC.	Clement, Richard F.	URANIUM RESOURCES INC.	457	12Jun89	10		500	2.65	1612190
			457	12Jun89	10		300	2.70	1611890
VENTRA GROUP INC.	Novitsky, Robert Larry	VENTRA GROUP INC.	45	18May89	00	1000		1.30	4374767
WALWYN INC	Arrell, Hugh Anthony	12.5% CON SUB DEBENTURE	457	27Feb89	20	500000			500000
		WALWYN INC	457	1Jun89	10	1000		3.30	1000
			457	8Jun89	10	6900		3.30	7900
WELDWOOD OF CANADA LIMITED	Vik, Peter Homeland	WELDWOOD CDA LTD	5	20Jan89	76		140	17.50	0
WINDARRA MINERALS LTD.	Young, Maurice James	WINDARRA MINERALS LTD.	4	16May89	10		5000	0.85	0

Chapter 8

Notices of Exempt Financings

8.1 REPORTS OF TRADES SUBMITTED ON FORM 20

Trans. Date	Purchaser	Security	Price (\$)	Amount
14Jun89	20 Purchasers	109 Jameson Avenue Limited Partnership - Units	7,860,480	48
26May89	McBride, Susan	191 St. George Street Limited Partnership - Units	207,500	105
14Jun89	4 Purchasers	Aur Resources Inc. - Flow-Through Common Shares	600,000	100,000
16Jun89	Policy 6.1 E	Canadian Pacific Limited - 16.125% Debenture	11,324,040	\$11,324,040
31May89	Metropolitan Toronto Police Benefit Fund	Canadian Small Company Trust, The - Units	1,000,000	14,646
15Jun89	39 Purchasers	#Diamond Ridge Apartments Limited Partnership - Units	1,700,000	17,000
1Mar89	Corona Corporation	Dolphin Explorations Ltd. - Flow-Through Shares	700,000	1,166,861
21Jun89	5 Purchasers	#Equion 89-1 Limited Partnership - Units	575,000	1,150
21Jun89	Adams, William G.	Equion 89-2 Limited Partnership - Units	8,000	8
10Mar89	NIM and Company, Limited Partnership - 1989	Gunnar Gold Mining Corp. - Common Shares	183,000	515,493
12Jun89	Exxon Corporation	Imperial Oil Limited - Class A Convertible	700,579,044	13,736,884
8Jun89	Wellington Insurance Company	Inland Natural Gas Co. Ltd. - Special Preferred Warrants	2,500,000	100,000
20Jun89	Andrea Holdings Ltd.	Interaction Resources Ltd. - Debenture	179,643	179,643
19May89	B-Mac Trading Inc.	Lidco Industries Inc. - Common Shares	131,200	410,000
19May89	Scotsman Capital Corporation	Lidco Industries Inc. - Common Shares	156,800	490,000
31Mar89	CMP 1989 Resource Partnership and Company, Limited	Mosquito Consokidated Gold Mines Limited - Common Shares	400,000	571,428
10Apr89	2 Purchasers	Night Heat - Interests	40,000	4
14Jun89	4 Purchasers	Nunn's Canyon Winegrowers - Units	480,000	320
9Jun89	32 Purchasers	Rambler-Kennedy Limited Partnership - Units	40,716,000	2,600
2Jan89	Meljore Limited	River Drive Park Limited Partnership - Units	160,000	4
2Jan89	Meljore Limited	Safeguard Self Storage Limited Partnership - Unit	160,000	1
# Offering Memorandum				

8.1 REPORTS OF TRADES SUBMITTED ON FORM 20 (continued)

Trans. Date	Purchaser	Security	Price (\$)	Amount
14Jun89	Lunau, Douglas N.	Thunderwood Resources Inc. - Flow-Through Common Shares	150,000	192,308

8.2 RESALE OF SECURITIES -- (FORM 21)

Date of Resale	Date of Orig. Purchase	Seller	Security	Price (\$)	Amount
23Feb89	15Apr89	Perpetual Growth Fund - II Limited	Abermin Corporation - Common Shares	27,900	9,000
27Feb89	15Apr89	Perpetual Growth Fund - II Limited	Abermin Corporation - Common Shares	13,950	4,500
28Feb89	15Apr89	Perpetual Growth Fund - II Limited	Abermin Corporation - Common Shares	38,750	12,500
10Mar89	15Apr89	Perpetual Growth Fund - II Limited	Abermin Corporation - Common Shares	15,500	5,000
14Mar89	15Apr89	Perpetual Growth Fund - II Limited	Abermin Corporation - Common Shares	56,442	18,207
17Mar89	15Apr89	Perpetual Growth Fund - II Limited	Abermin Corporation - Common Shares	31,000	10,000
10May89	08Apr88	Perpetual Growth Fund - III Limited	All-North Resources - Common Shares	15,265	4,300
11May89	08Apr88	Perpetual Growth Fund - III Limited	All-North Resources - Common Shares	4,260	1,200
01Feb89	14Jan87	CMP 1988 Resource Partnership and Company, Limited	Augmitto Explorations Limited - Common Shares	16,660	34,000
02Feb89	14Jan87	CMP 1988 Resource Partnership and Company, Limited	Augmitto Explorations Limited - Common Shares	22,680	46,899
02Feb89	14Jan87	CMP 1988 Resource Partnership and Company, Limited	Augmitto Explorations Limited - Common Shares	3,009	6,000
06Feb89	14Jan87	CMP 1988 Resource Partnership and Company, Limited	Augmitto Explorations Limited - Common Shares	21,560	44,000
07Feb89	14Jan87	CMP 1988 Resource Partnership and Company, Limited	Augmitto Explorations Limited - Common Shares	6,360	12,000
08Feb89	14Jan87	CMP 1988 Resource Partnership and Company, Limited	Augmitto Explorations Limited - Common Shares	3,749	7,000
10Feb89	14Jan87	CMP 1988 Resource Partnership and Company, Limited	Augmitto Explorations Limited - Common Shares	13,770	27,000
14Mar89	16Nov87	CMP 1988 Resource Partnership and Company, Limited	Aur Resources Inc. - Common Shares	180,500	50,000

8.2 RESALE OF SECURITIES -- (FORM 21) (continued)

Date of Resale	Date of Orig. Purchase	Seller	Security	Price (\$)	Amount
10May89	08Apr88	Perpetual Growth Fund - III Limited	Barrington Petroleum Limited - Common Shares	41,000	40,000
16May89	08Apr88	Perpetual Growth Fund - III Limited	Barrington Petroleum Limited - Common Shares	20,500	20,000
18May89	08Apr88	Perpetual Growth Fund - III Limited	Barrington Petroleum Limited - Common Shares	26,548	25,900
13Apr89	16Nov87	CMP 1988 Resource Partnership and Company, Limited	Black Cliff Mines Limited - Common Shares	2,975	5,000
25Apr89	16Nov87	CMP 1988 Resource Partnership and Company, Limited	Black Cliff Mines Limited - Common Shares	19,562	39,000
04May89	16Nov87	CMP 1988 Resource Partnership and Company, Limited	Black Cliff Mines Limited - Common Shares	10,665	27,000
05May89	16Nov87	CMP 1988 Resource Partnership and Company, Limited	Black Cliff Mines Limited - Common Shares	11,455	29,000
16May89	06May88	CMP 1988 Resource Partnership and Company, Limited	Black Hawk Mining Inc. - Common Shares	47,301	236,967
09May89	27Feb89	Perpetual Growth Fund - V Limited	Brican Resources Limited - Common Shares	7,560	12,000
10May89	27Feb89	Perpetual Growth Fund - V Limited	Brican Resources Limited - Common Shares	12,600	20,000
11May89	27Feb89	Perpetual Growth Fund - V Limited	Brican Resources Limited - Common Shares	7,560	12,000
12May89	27Feb89	Perpetual Growth Fund - V Limited	Brican Resources Limited - Common Shares	9,135	14,500
17Feb89	15Apr89	Perpetual Growth Fund - II Limited	Bruneau Mining Corporation - Common Shares	11,250	15,000
17Apr89	15Apr89	Perpetual Growth Fund - II Limited	Bruneau Mining Corporation - Common Shares	18,750	25,000
08May89	27Feb89	Perpetual Growth Fund - V Limited	Cal Graphite Corporation - Common Shares	24,800	3,200
09May89	27Feb89	Perpetual Growth Fund - V Limited	Cal Graphite Corporation - Common Shares	5,425	700
10May89	27Feb89	Perpetual Growth Fund - V Limited	Cal Graphite Corporation - Common Shares	25,575	3,300
11May89	27Feb89	Perpetual Growth Fund - V Limited	Cal Graphite Corporation - Common Shares	13,175	1,700
12May89	27Feb89	Perpetual Growth Fund - V Limited	Cal Graphite Corporation - Common Shares	10,850	1,400
16May89	27Feb89	Perpetual Growth Fund - V Limited	Cal Graphite Corporation - Common Shares	33,325	4,300
17May89	27Feb89	Perpetual Growth Fund - V Limited	Cal Graphite Corporation - Common Shares	31,000	4,000

8.2 RESALE OF SECURITIES -- (FORM 21) (continued)

Date of Resale	Date of Orig. Purchase	Seller	Security	Price (\$)	Amount
18May89	27Feb89	Perpetual Growth Fund - V Limited	Cal Graphite Corporation - Common Shares	41,075	5,300
10May89	27Feb89	Perpetual Growth Fund - V Limited	Canamax Resources Inc. - Common Shares	18,675	4,500
12May89	27Feb89	Perpetual Growth Fund - V Limited	Canamax Resources Inc. - Common Shares	4,980	1,200
17May89	27Feb89	Perpetual Growth Fund - V Limited	Canamax Resources Inc. - Common Shares	31,676	7,633
18May89	08Apr88	Perpetual Growth Fund - III Limited	Chesbar Resources Inc. - Common Shares	5,000	5,000
18May89	08Apr88	Perpetual Growth Fund - III Limited	Chesbar Resources Inc. - Common Shares	1,000	1,000
13Mar89	16Feb88	CMP 1988 Resource Partnership and Company, Limited	Cominco Ltd. - Common Shares	664,323	23,281
15Mar89	16Feb88	CMP 1988 Resource Partnership and Company, Limited	Cominco Ltd. - Common Shares	578,000	20,000
17May89	08Apr88	Perpetual Growth Fund - III Limited	Coniagas Mines Limited, The - Common Shares	1,350	500
05May89	27Feb89	Perpetual Growth Fund - V Limited	Continental Gold Corporation - Common Shares	12,000	4,000
09May89	27Feb89	Perpetual Growth Fund - V Limited	Continental Gold Corporation - Common Shares	12,600	4,200
10May89	27Feb89	Perpetual Growth Fund - V Limited	Continental Gold Corporation - Common Shares	5,400	1,800
11May89	27Feb89	Perpetual Growth Fund - V Limited	Continental Gold Corporation - Common Shares	30,000	10,000
12May89	27Feb89	Perpetual Growth Fund - V Limited	Continental Gold Corporation - Common Shares	31,500	10,500
09May89	08Apr88	Perpetual Growth Fund - III Limited	Czar Resources Limited - Common Shares	133,380	68,400
13Apr89	14Jun88	CMP 1988 Resource Partnership and Company, Limited	De Beers Consolidated Mines Limited - Common Shares	742,649	49,926
26May89	16Apr87	Investors Group Trust Co. Ltd.	Derlan Industries Limited - Common Shares	700,000	50,000
08May89	08Apr88	Perpetual Growth Fund - III Limited	Devran Petroleum Limited - Common Shares	1,170	1,300
10May89	08Apr88	Perpetual Growth Fund - III Limited	Devran Petroleum Limited - Common Shares	5,850	6,500
18May89	08Apr88	Perpetual Growth Fund - III Limited	Devran Petroleum Limited - Common Shares	17,640	19,600
10May89	08Apr88	Perpetual Growth Fund - III Limited	Diepdaume Mines Limited - Common Shares	9,450	27,000

8.2 RESALE OF SECURITIES -- (FORM 21) (continued)

Date of Resale	Date of Orig. Purchase	Seller	Security	Price (\$)	Amount
09May89	08Apr88	Perpetual Growth Fund - III Limited	Dolphin Explorations - Common Shares	2,000	2,000
10May89	08Apr88	Perpetual Growth Fund - III Limited	Dolphin Explorations - Common Shares	5,000	5,000
11May89	08Apr88	Perpetual Growth Fund - III Limited	Dolphin Explorations - Common Shares	2,500	2,500
17May89	08Apr88	Perpetual Growth Fund - III Limited	Dolphin Explorations - Common Shares	1,000	1,000
17May89	08Apr88	Perpetual Growth Fund - III Limited	Dolphin Explorations - Common Shares	4,000	4,000
18May89	08Apr88	Perpetual Growth Fund - III Limited	Dolphin Explorations - Common Shares	11,000	11,000
31May89	22Jun88	Investors Summa Fund Ltd.	Etac Sales Ltd. - Common Shares	21,250	2,500
01Jun89	22Jun88	Investors Summa Fund Ltd.	Etac Sales Ltd. - Common Shares	9,350	1,100
06Jun89	22Jun88	Investors Summa Fund Ltd.	Etac Sales Ltd. - Common Shares	160,500	21,400
12May89	30Jun88	CMP 1988 Resource Partnership and Company, Limited	Exploration Mimiska Inc. - Common Shares	31,200	25,000
15May89	08Apr87	Perpetual Growth Fund - III Limited	Frobisher Resources Limited	14,600	20,000
16May89	08Apr87	Perpetual Growth Fund - III Limited	Frobisher Resources Limited	3,650	5,000
12May89	09Aug88	Perpetual Growth Fund - IV Limited	Geddes Resources Limited - Common Shares	43,585	37,900
15May89	09Aug88	Perpetual Growth Fund - IV Limited	Geddes Resources Limited - Common Shares	22,425	19,500
13Mar89	16Oct87	CMP 1988 Resource Partnership and Company, Limited	Geddes Resources Ltd. - Common Shares	160,431	100,900
18Apr89	16Oct87	CMP 1988 Resource Partnership and Company, Limited	Geddes Resources Ltd. - Common Shares	21,895	16,600
21Apr89	16Oct87	CMP 1988 Resource Partnership and Company, Limited	Geddes Resources Ltd. - Common Shares	23,671	18,300
24Apr89	16Oct87	CMP 1988 Resource Partnership and Company, Limited	Geddes Resources Ltd. - Common Shares	21,930	17,000
25Apr89	16Oct87	CMP 1988 Resource Partnership and Company, Limited	Geddes Resources Ltd. - Common Shares	63,087	48,100
18May89	16Oct87	CMP 1988 Resource Partnership and Company, Limited	Geddes Resources Ltd. - Common Shares	138,550	100,000
11May89	09Aug88	Perpetual Growth Fund - IV Limited	Giant Bay Resources Limited - Common Shares	6,300	9,000

8.2 RESALE OF SECURITIES -- (FORM 21) (continued)

Date of Resale	Date of Orig. Purchase	Seller	Security	Price (\$)	Amount
08Jun89	31Dec87	CMP 1988 Resource Partnership and Company, Limited	Golden North Resource Corporation - Common Shares	42,640	16,400
25May89	31Dec87	CMP 1988 Resource Partnership and Company, Limited	Golden North Resource Corporation - Common Shares	9,432	3,600
08Jun89	31Dec87	CMP 1988 Resource Partnership and Company, Limited	Golden North Resource Corporation - Common Shares	13,100	5,000
09Jun89	31Dec87	CMP 1988 Resource Partnership and Company, Limited	Golden North Resource Corporation - Common Shares	25,450	10,000
11May89	09Aug88	Perpetual Growth Fund - IV Limited	Golden Pond Resources Limited - Common Shares	270	500
08Jun89	01Dec87	CMP 1988 Resource Partnership and Company, Limited	Goldsil Resources Ltd. - Common Shares	10,800	20,000
08Jun89	01Dec87	CMP 1988 Resource Partnership and Company, Limited	Goldsil Resources Ltd. - Common Shares	14,850	30,000
01Jun89	31Dec84	Chung, Stanley Bo-Shui	Golfview Limited Partnership - Units	275,743	2
12May89	11Mar88	CMP 1988 Resource Partnership and Company, Limited	Granduc Mines Limited - Common Shares	18,300	10,000
18May89	11Mar88	CMP 1988 Resource Partnership and Company, Limited	Granduc Mines Limited - Common Shares	35,100	20,000
08Jun89	11Mar88	CMP 1988 Resource Partnership and Company, Limited	Granduc Mines Limited - Common Shares	16,550	10,000
11May89	08Apr88	Perpetual Growth Fund - III Limited	Hedman Resources Limited	1,575	4,500
02Jun89	15Dec87	CMP 1988 Resource Partnership and Company, Limited	International Thunderwood Explorations Ltd. - Common Shares	31,167	45,500
02Jun89	15Dec87	CMP 1988 Resource Partnership and Company, Limited	International Thunderwood Explorations Ltd. - Common Shares	1,015	1,500
02Jun89	15Dec87	CMP 1988 Resource Partnership and Company, Limited	International Thunderwood Explorations Ltd. - Common Shares	3,425	5,000
02Jun89	15Dec87	CMP 1988 Resource Partnership and Company, Limited	International Thunderwood Explorations Ltd. - Common Shares	3,082	4,500
18May89	15Dec87	CMP 1988 Resource Partnership and Company, Limited	International Thunderwood Explorations Ltd. - Common Shares	750	1,000
24May89	15Dec87	CMP 1988 Resource Partnership and Company, Limited	International Thunderwood Explorations Ltd. - Common Shares	4,140	6,000
25May89	15Dec87	CMP 1988 Resource Partnership and Company, Limited	International Thunderwood Explorations Ltd. - Common Shares	4,140	6,000

8.2 RESALE OF SECURITIES -- (FORM 21) (continued)

Date of Resale	Date of Orig. Purchase	Seller	Security	Price (\$)	Amount
07Jun89	15Dec87	CMP 1988 Resource Partnership and Company, Limited	International Thunderwood Explorations Ltd. - Common Shares	2,740	4,000
07Jun89	15Dec87	CMP 1988 Resource Partnership and Company, Limited	International Thunderwood Explorations Ltd. - Common Shares	22,262	32,500
17Feb89	15Apr87	Perpetual Growth Fund - II Limited	Jonpol Explorations Limited - Common Shares	15,200	10,000
15Mar89	15Apr87	Perpetual Growth Fund - II Limited	Jonpol Explorations Limited - Common Shares	3,040	2,000
16Mar89	15Apr87	Perpetual Growth Fund - II Limited	Jonpol Explorations Limited - Common Shares	12,160	8,000
11May89	27Feb89	Perpetual Growth Fund-V Limited	Lucero Resources Corporation - Common Shares	3,600	24,000
12May89	28Apr88	CMP 1988 Resource Partnership and Company, Limited	Lyon Lake Mines Ltd. - Common Shares	2,745	7,000
18May89	28Apr88	CMP 1988 Resource Partnership and Company, Limited	Lyon Lake Mines Ltd. - Common Shares	400	1,000
11May89	27Feb89	Perpetual Growth Fund - V Limited	Madeleine Mines Limited - Common Shares	23,489	8,700
07Mar89	26Jan88	CMP 1988 Resource Partnership and Company, Limited	Massive Resources Limited - Common Shares	3,771	10,500
17Apr89	26Jan88	CMP 1988 Resource Partnership and Company, Limited	Massive Resources Limited - Common Shares	13,232	39,500
15May89	26Jan88	CMP 1988 Resource Partnership and Company, Limited	Massive Resources Limited - Common Shares	8,540	50,000
12May89	10Mar88	CMP 1988 Resource Partnership and Company, Limited	Minefinders Corporation Ltd. - Common Shares	9,688	5,600
15May89	10Mar88	CMP 1988 Resource Partnership and Company, Limited	Minefinders Corporation Ltd. - Common Shares	3,979	2,300
19May89	10Mar88	CMP 1988 Resource Partnership and Company, Limited	Minefinders Corporation Ltd. - Common Shares	18,216	11,500
24May89	10Mar88	CMP 1988 Resource Partnership and Company, Limited	Minefinders Corporation Ltd. - Common Shares	13,793	9,364
13Apr89	10Mar88	CMP 1988 Resource Partnership and Company, Limited	Minefinders Corporation Ltd. - Common Shares	10,626	7,700
19Apr89	10Mar88	CMP 1988 Resource Partnership and Company, Limited	Minefinders Corporation Ltd. - Common Shares	30,774	22,300
02May89	10Mar88	CMP 1988 Resource Partnership and Company, Limited	Minefinders Corporation Ltd. - Common Shares	47,970	25,000
04May89	10Mar88	CMP 1988 Resource Partnership and Company, Limited	Minefinders Corporation Ltd. - Common Shares	4,992	2,600

8.2 RESALE OF SECURITIES -- (FORM 21) (continued)

Date of Resale	Date of Orig. Purchase	Seller	Security	Price (\$)	Amount
15May89	30Nov87	CMP 1988 Resource Partnership and Company, Limited	Minnova Inc. - Common Shares	124,955	6,700
19May89	30Nov87	CMP 1988 Resource Partnership and Company, Limited	Minnova Inc. - Common Shares	61,132	3,300
26May89	30Nov87	CMP 1988 Resource Partnership and Company, Limited	Minnova Inc. - Common Shares	279,900	15,000
09May89	15Apr87	Perpetual Growth Fund - II Limited	Mono Gold Mines Inc. - Common Shares	18,300	15,000
18May89	09Aug88	Perpetual Growth Fund - IV Limited	Murgold Resources Inc. - Common Shares	22,850	41,545
17May89	27Feb89	Perpetual Growth Fund - V Limited	Muscocho Explorations Limited - Common Shares	925,829	260,797
17Apr89	26Jan88	CMP 1988 Resource Partnership and Company, Limited	Newfields Minerals Inc. - Common Shares	2,610	12,000
19Apr89	26Jan88	CMP 1988 Resource Partnership and Company, Limited	Newfields Minerals Inc. - Common Shares	8,662	49,500
20Apr89	26Jan88	CMP 1988 Resource Partnership and Company, Limited	Newfields Minerals Inc. - Common Shares	6,152	38,500
10May89	09Aug88	Perpetual Growth Fund - IV Limited	Northair Mines Limited - Common Shares	5,750	5,000
15May89	09Aug88	Perpetual Growth Fund - IV Limited	Northair Mines Limited - Common Shares	2,300	2,000
18May89	09Aug88	Perpetual Growth Fund - IV Limited	Northair Mines Limited - Common Shares	1,150	1,000
05May89	27Feb89	Perpetual Growth Fund - V Limited	Northway Explorations Limited - Common Shares	45,000	100,000
17May89	27Feb89	Perpetual Growth Fund - V Limited	Northway Explorations Limited - Common Shares	24,750	55,000
05May89	27Feb89	Perpetual Growth Fund-V Limited	Oneida Resources Inc. - Common Shares	3,850	7,000
09May89	27Feb89	Perpetual Growth Fund-V Limited	Oneida Resources Inc. - Common Shares	5,500	10,000
21Apr89	30Nov87	CMP 1988 Resource Partnership and Company, Limited	Orofino Resources Limited - Common Shares	9,445	31,000
05May89	30Nov87	CMP 1988 Resource Partnership and Company, Limited	Orofino Resources Limited - Common Shares	5,865	17,000
10May89	30Nov87	CMP 1988 Resource Partnership and Company, Limited	Orofino Resources Limited - Common Shares	16,900	52,000
12May89	09Aug88	Perpetual Growth Fund-IV Limited	Performance Minerals of Canada - Common Shares	2,400	12,000
24Apr89	29Mar88	CMP 1988 Resource Partnership and Company, Limited	Pezgold Resource Corporation - Common Shares	21,182	58,500

8.2 RESALE OF SECURITIES -- (FORM 21) (continued)

Date of Resale	Date of Orig. Purchase	Seller	Security	Price (\$)	Amount
27Apr89	29Mar88	CMP 1988 Resource Partnership and Company, Limited	Pezgold Resource Corporation - Common Shares	4,657	13,500
04May89	29Mar88	CMP 1988 Resource Partnership and Company, Limited	Pezgold Resource Corporation - Common Shares	9,660	28,000
08May89	09Aug88	Perpetual Growth Fund - IV Limited	Riverton Resources Corporation - Common Shares	3,300	5,500
09May89	09Aug88	Perpetual Growth Fund - IV Limited	Riverton Resources Corporation - Common Shares	13,200	22,000
12May89	09Aug88	Perpetual Growth Fund - IV Limited	Silverquest Resources Limited - Common Shares	850	2,500
18May89	09Aug88	Perpetual Growth Fund - IV Limited	Silverquest Resources Limited - Common Shares	2,720	8,000
10May89	27Feb89	Perpetual Growth Fund-V Limited	St. Andrew Goldfields Limited - Common Shares	23,000	10,000
18May89	27Feb89	Perpetual Growth Fund-V Limited	St. Andrew Goldfields Limited - Common Shares	2,990	1,300
16Feb89	15Apr87	Perpetual Growth Fund - II Limited	Standard Gold Mines Limited - Common Shares	20,250	15,000
23Mar89	15Apr87	Perpetual Growth Fund - II Limited	Standard Gold Mines Limited - Common Shares	4,725	3,500
05May89	08Apr88	Perpetual Growth Fund - III Limited	Taywin Resources Limited - Common Shares	2,900	10,000
09May89	08Apr88	Perpetual Growth Fund - III Limited	Taywin Resources Limited - Common Shares	3,045	10,500
11May89	08Apr88	Perpetual Growth Fund - III Limited	Taywin Resources Limited - Common Shares	1,740	6,000
17May89	08Apr88	Perpetual Growth Fund - III Limited	Taywin Resources Limited - Common Shares	4,096	14,000
18May89	08Apr88	Perpetual Growth Fund - III Limited	Taywin Resources Limited - Common Shares	17,690	61,000
08May89	09Aug88	Perpetual Growth Fund - IV Limited	Technigen Corporation - Common Shares	896	700
10May89	08Apr88	Perpetual Growth Fund - III Limited	Terra Mines Limited - Common Shares	19,000	20,000
15May89	08Apr88	Perpetual Growth Fund - III Limited	Terra Mines Limited - Common Shares	13,615	14,332
11May89	09Aug88	Perpetual Growth Fund - IV Limited	Tiffany Resources Inc. - Common Shares	855	9,000
12May89	09Aug88	Perpetual Growth Fund - IV Limited	Tiffany Resources Inc. - Common Shares	1,900	20,000
18May89	09Aug88	Perpetual Growth Fund - IV Limited	Tiffany Resources Inc. - Common Shares	1,900	20,000

8.2 RESALE OF SECURITIES -- (FORM 21) (continued)

Date of Resale	Date of Orig. Purchase	Seller	Security	Price (\$)	Amount
13Apr89	04Dec87	CMP 1988 Resource Partnership and Company Limited	Total Energold Corporation - Common Shares	29,875	10,000
17May89	08Apr88	Perpetual Growth Fund - III Limited	Total Energold Corporation - Common Shares	52,275	5,257
09May89	08Apr88	Perpetual Growth Fund - III Limited	Tournigan Mining Explorations Ltd. - Common Shares	8,050	11,500
04May89	08Apr88	Perpetual Growth Fund - III Limited	Vangold Resources Inc. - Common Shares	1,800	3,000
10May89	08Apr88	Perpetual Growth Fund - III Limited	Vangold Resources Inc. - Common Shares	4,200	7,000
10May89	27Feb89	Perpetual Growth Fund-V Limited	Vital Pacific Resources Limited - Common Shares	1,300	10,000
11May89	27Feb89	Perpetual Growth Fund - V Limited	Westview Resources Inc. - Common Shares	765	1,500

8.3 NOTICE OF INTENTION TO DISTRIBUTE SECURITIES
PURSUANT TO SUBSECTION 7 OF SECTION 71 -- (FORM 23)

Seller	Security	Amount
Kondrat, A. T.	Equity Standard Corporation - Class A Common Shares	75,000
Erikson, Glen	Kinova Minerals Inc. - Common Shares	315,000
Gyro Capital Inc.	Kinova Minerals Inc. - Common Shares	76,000
Piecha, Maria	Kinova Minerals Inc. - Common Shares	193,750

8.4 REPORTS MADE UNDER SECTION 113 OF THE ACT -- (FORM 39)

Name of Management Company	Date of Transaction
First Marathon Securities Limited	24May89

Chapter 9

Legislation

THERE IS NO MATERIAL FOR THIS CHAPTER
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Chapter 10

Public Filings

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503124 Ontario Limited Ruling/Order/Reasons, June 20, 1989	Altamira Income Fund Annual Information Form (Mutual Fund), June 15, 1989 Prospectus, June 15, 1989	Atlantique Video & Sound Inc. Record Date (Policy 41), July 10, 1989 Annual Meeting Date, Aug. 14, 1989
768217 Ontario Limited Application, June 2, 1989	Altamira Special Growth Fund Annual Information Form (Mutual Fund), June 15, 1989 Prospectus, June 15, 1989	Augmitto Explorations Limited Private Placement (Form 20), June 20, 1989
78/80 Corridor Development Group, L.P. Private Placement (Form 20), June 14, 1989	American Barrick Resources Corporation T.S.E. Material, June 13, 1989 News Release, June 22, 1989	Aur Resources Inc. Private Placement (Form 20), June 20, 1989 Material Change Report (Form 27), June 16, 1989
"A Man Called Intrepid" Audited Annual Financial Statement for year ended Dec. 31, 1988	American Eagle Petroleum Limited News Release, June 23, 1989	Aurizon Mines Ltd. News Release, June 15, 1989
Abermin Corporation Resale of Exempted Security Report (Form 21), June 7, 1989	American Express Company News Release, June 20, 1989	Avanti Capital Corp. Interim Financial Statements for 6 mn ended Apr. 30, 1989
Acklands Ltd. Information Circular/Proxy/Notice of Shareholders' Meeting, June 1, 1989	American Pacific Mining Company Inc. News Release, June 20, 1989	BAA Plc News Release, June 13, 1989 News Release, June 13, 1989 News Release, June 13, 1989 T.S.E. Material, June 13, 1989 Annual Report for year ended Mar. 31, 1989 Extract from the 1989 Report and Accounts, Mar. 31, 1989
Agnico-Eagle Mines Limited Certificate of Mailing, June 16, 1989	Ancom ATM International Inc. Alberta Securities Commission Order, June 19, 1989	Balcor Resources Corp. Record Date (Policy 41), July 14, 1989 Annual Extraordinary General Meeting Date, Aug. 24, 1989
Agra Industries Limited Interim Financial Statements for 9 mn ended Apr. 30, 1989	Andover Telecommunications Inc. Name Change, June 2, 1989 Exempt Financing Notice, June 2, 1989	Bank of Montreal Interim Financial Statements for 6 mn ended Apr. 30, 1989
Air Canada Corporation Certificate of Mailing, June 21, 1989	Anglo-Canadian Telephone Company Interim Financial Statements for 3 mn ended Mar. 31, 1989	Bank of Nova Scotia News Release, June 14, 1989 News Release, June 14, 1989 Preliminary Short Form Prospectus For 200,000,000 Debentures, June 27, 1989
Akaitcho Yellowknife Gold Mines Ltd. Material Change Report (Form 27), June 9, 1989	Antelope Resources Inc. News Release, June 19, 1989	Bar Resources Limited Signed Information Circular, June 8, 1989
The Albany Corporation T.S.E. Material, June 9, 1989	AquaGold Resources Incorporated Private Placement (Form 20), June 19, 1989	Barrincorp Industries Inc. News Release, June 21, 1989
Alcan Aluminium Limited Report of Acquisition (Reg. S-100), June 15, 1989 News Release, June 20, 1989 News Release, June 22, 1989 News Release, June 22, 1989	Aquitaine Shores Apartment Project - Phase I Interim Financial Statements for 6 mn ended Apr. 30, 1989	Barrington Petroleum Ltd. Resale of Exempted Security Report (Form 21), June 7, 1989
Algo Group Inc. Change of Directors, May 23, 1989	Argosy Capital Corporation News Release, June 21, 1989	Basic Resources International (Bahamas) Ltd. Annual Report for year ended Dec. 31, 1988 Interim Financial Statements for 3 mn ended Mar. 31, 1989
All-North Resources Ltd. Resale of Exempted Security Report (Form 21), June 7, 1989	Armistice Resources Ltd. Private Placement (Form 20), June 20, 1989	BC Rail Ltd. News Release, June 14, 1989
Allied-Lyons PLC News Release, June 15, 1989	Armshier Resources Inc. Record Date (Policy 41), July 6, 1989 Annual Meeting Date, Aug. 10, 1989	BCE Place Finance Corporation Interim Financial Statements for 3 mn ended Mar. 31, 1989 Audited Annual Financial Statement for year ended Dec. 31, 1988
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Almark Capital Ltd. Interim Financial Statements for 6 mn ended Apr. 30, 1989	Astwood Park Resources Inc. Interim Financial Statements for 9 mn ended Apr. 30, 1989	Beaufield Resources Inc. News Release, June 19, 1989
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- News Release, June 21, 1989
- Bell Canada**
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- Belmoral Mines Ltd.**
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- Bema Gold Corporation**
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- Benetton Group S.P.A.**
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- Binary Technology Funding Inc.**
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- Black Cliff Mines Limited**
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- Black Hawk Mining Inc.**
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- Blackdome Mining Corporation**
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- BNT Limited**
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- Bolton Tremblay Canada Cumulative Fund**
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- Bombardier Inc.**
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- Brascade Resources Inc.**
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- British Steel Plc**
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- Cableshare Inc.**
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- CAE Industries Ltd.**
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- Cal Graphite Corp.**
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- Campbell Resources Inc.**
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- Canada Income Plus Fund 1987**
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- Capstone Cash Management Fund, The**
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- Capsule Technology Group Inc.**
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- Carlyle Energy Ltd.**
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- Chateau Stores of Canada Ltd.**
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- Citadel Gold Mines Inc.**
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- City Resources (Canada) Limited**
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- CMI Acquisition Corp.**
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- CMP 1988 Oil and Gas Development Limited Partnership**
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- CMP 1988 Oil and Gas Development Trust**
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- CMP 1988 Resource Partnership and Company, Limited**
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- Co-operative Trust Company of Canada Interest Fund**
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- Coaster Holding & Finance B.V.**
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- Coats Viyella PLC**
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- Confed Growth Fund**
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- Confed Mortgage Fund**
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- Conpak Seafoods Inc.**
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- Consolidated Abitibi Resources Ltd.**
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- Consolidated Carma Corporation**
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- Consolidated Firstfund Capital Corp.**
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- Consumer General Inc.**
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- Consumers Packaging Inc.**
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- Continental Gold Corp.**
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- Copperquest Inc.**
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- Corby Distilleries Limited**
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- Core-Mark International Inc.**
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- Cudex Balanced Growth Fund**
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- Dalmys (Canada) Limited**
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- De Beers Consolidated Mines Limited**
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- Deerhurst Vacation Properties**
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- Dejour Mines Limited**
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- Destron/IDI, Inc.**
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- Devjo Industries Inc.**
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- Devran Petroleum Ltd.**
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- Environmental Technologies Investments Inc.**
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- Federal Industries Ltd.**
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First Australia Prime Income Investment Company Limited

News Release, June 23, 1989

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1989, Apr. 30, 1989
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Pelham Gold "N" Grain Inc.

Alberta Securities Commission Order, June 21, 1989

Peoples Jewellers Limited

Record Date (Policy 41), June 19, 1989
Annual General Meeting Date, July 17, 1989
Unaudited Report for the Year Ended March 31, 1989

Perpetual Growth Fund - III Limited

News Release, June 23, 1989

Perpetual Growth Fund - VIII Limited

Application, June 14, 1989

Perpetual Growth Fund II Limited Partnership

News Release, June 23, 1989

The Peter Miller Apparel Group Inc.

News Release, June 23, 1989

Pineview Towers Apartment Project

Annual Filing of Reporting Issuer (Form 28), Nov. 30, 1988
Signed Audited Financial Statements for Year Ended Nov. 30, 1988

Pipestone Petroleums Inc.

News Release, June 22, 1989

Placer Dome Inc.

News Release, June 21, 1989
News Release, June 21, 1989

Playa EL Aqua Hotel Limited Partnership

News Release, June 22, 1989

PMC Corporation

Change Of Address, June 22, 1989

Polymer International Corporation

News Release, June 20, 1989

Prenor Financial Ltd.

News Release, June 21, 1989
T.S.E. Material, June 19, 1989

Prenor Group Ltd.

Notice of Intention to Make an Issuer Bid (Form 31), June 12, 1989

Prime Resources Corp.

News Release, June 14, 1989
Record Date (Policy 41), July 17, 1989
Annual Extraordinary General Meeting Date, Aug. 21, 1989

Privatel Inc.

Information Circular/Proxy/Notice of Shareholders' Meeting, June 12, 1989
Annual Report for year ended Jan. 31, 1989

Pronto Explorations Limited

Ontario Securities Commission Press Release, June 6, 1989

Provigo Inc.

Interim Financial Statements for 12 wk ended Apr. 22, 1989

Public Storage Canadian Properties I

Annual Report for year ended Jan. 31, 1989

Pursuit American Fund

Material Change Report (Form 27), June 9, 1989

Pursuit Canadian Equity Fund

Material Change Report (Form 27), June 9, 1989

Pursuit Income Fund

Material Change Report (Form 27), June 9, 1989

Pursuit Money Market Fund

Material Change Report (Form 27), June 9, 1989

Python Corporation

Ruling/Order/Reasons, June 21, 1989

Q-Vest Mutual Fund II Corporation

News Release, June 23, 1989

The Quaker Oats Company

News Release, May 30, 1989

R.L. Crain Inc.

Certificate of Mailing, June 16, 1989

Ranger Oil Limited

Report of Acquisition (Reg. S-100), June 15, 1989

Private Placement (Form 20), June 15, 1989

Rea Gold Corporation

News Release, June 26, 1989

Realcap Holdings Limited

Interim Financial Statements for 3 mn ended Mar. 31, 1989

News Release, June 19, 1989

News Release, June 19, 1989

Redaurum Red Lake Mines Limited

Record Date (Policy 41), July 11, 1989

Annual Extraordinary Meeting Date, Aug. 17, 1989

Regional Resources Ltd.

Audited Annual Financial Statement for year ended Jan. 31, 1989

Reitman's (Canada) Limited

News Release, June 21, 1989

Change of Directors, June 21, 1989

Repap Enterprises Inc.

News Release, June 20, 1989

Rio Alto Exploration Ltd.

Certificate of Mailing, June 13, 1989

Information Circular/Proxy/Notice of Shareholders' Meeting, Apr. 17, 1989

River Drive Park Limited Partnership

Private Placement (Form 20), Jan. 2, 1989

RJK Mineral Corp.

News Release, June 21, 1989

Notice Of The Adjourning And Reconvening Of The Annual Meeting, June 21, 1989

Amended Financial Statements For Year Ended Dec. 31, 1988

Roddy Resources Inc.

Certificate of Mailing, June 21, 1989

Rosewood Village Condominium

Kitchener, Ontario

Application, June 2, 1989

Roy-L Merchant Group Inc.

Exempt Financing Notice, June 16, 1989

Record Date (Policy 41), Aug. 2, 1989

Annual And Special Meeting Date, Sep. 11, 1989

Royal Gold Enterprises Inc.

News Release, June 16, 1989

News Release, June 16, 1989

Royal Pacific Sea Farms Ltd.

Certificate of Mailing, June 14, 1989

Royal Trust Real Estate Limited Partnership

Audited Annual Financial Statement for year ended Dec. 31, 1988

S & M Photolabels Inc.

T.S.E. Material, June 14, 1989

S.R. Telecom Inc.

News Release, June 22, 1989

Safeguard Self Storage Limited Partnership

Private Placement (Form 20), Jan. 2, 1989

Saranac Resources Ltd.

Interim Financial Statements for 6 mn ended Mar. 31, 1989

Saskatchewan Oil & Gas Corporation

Interim Financial Statements for 3 mn ended Mar. 31, 1989

Savings and Investment Trust Bond Fund

Annual Report for year ended Dec. 31, 1988

Sceptre Investment Counsel Limited

News Release, June 19, 1989

News Release, June 20, 1989

Scintilore Explorations Limited

Audited Annual Financial Statement for year ended Dec. 31, 1988

Scotia Prime Minerals, Incorporated

Interim Financial Statements for 3 mn ended Mar. 31, 1989

Audited Annual Financial Statement for year ended Dec. 31, 1988

Scott Paper Limited

News Release, June 21, 1989

Scott's Hospitality Inc.

News Release, June 16, 1989

Scottish & York Holdings Limited

News Release, June 16, 1989

Record Date (Policy 41), July 17, 1989

Annual And Special Meeting Date, Aug. 21, 1989

Seabright Explorations Inc.

News Release, June 15, 1989

The Seagram Company Ltd.

Form 10Q for 3 mn ended Apr. 30, 1989

Sherobee Glen Limited Partnership

Interim Financial Statements for 6 mn ended Apr. 30, 1989

Sheritt Gordon Limited

News Release, June 21, 1989

News Release, June 21, 1989

News Release, June 21, 1989

Shiningtree Resources Inc.

Information Circular/Proxy/Notice of Shareholders' Meeting, June 12, 1989

Sikaman Gold Resources Ltd.

News Release, June 15, 1989

Simpsons Acceptance Company Limited

Audited Annual Financial Statement for year ended Jan. 31, 1989

Officers, Mar. 31, 1989

Finance Company Report (Form 29 or A.C.F.C.) for year ended Jan. 31, 1989

Skyline Gold Corporation

News Release, June 19, 1989

Sodisco Inc.

Interim Financial Statements for 3 mn ended Mar. 31, 1989

Sony Corporation

Information Circular/Proxy/Notice of Shareholders' Meeting, June 8, 1989

Audited Annual Financial Statement for year ended Mar. 31, 1989

News Release, May 25, 1989

Southam Inc.

News Release, June 19, 1989

News Release, June 19, 1989

Spanex Capital Inc.

Certificate of Mailing, June 22, 1989

SPC International Investments Limited

News Release, June 20, 1989

St. Genevieve Resources Ltd.

Annual Report for year ended Dec. 31, 1988

St. Martin's (No.1) Limited Partnership

Interim Financial Statements for 3 mn ended Mar. 31, 1989

St. Martin's (No.2) Limited Partnership

Interim Financial Statements for 3 mn ended Mar. 31, 1989

Standard Gold Mines Ltd.

Resale of Exempted Security Report (Form 21), June 7, 1989

Starratt Nickel Mines Limited

Change of Auditors (Policy 31), June 14, 1989

Stroud Resources Ltd.

Audited Annual Financial Statement for year ended Dec. 31, 1988

Interim Financial Statements for 3 mn ended Mar. 31, 1989

Sub Aquatics Development Corp.

Interim Financial Statements for 3 mn ended Mar. 31, 1989

Sussex Explorations Ltd.

Audited Annual Financial Statement for year ended Jan. 31, 1989

Information Circular/Proxy/Notice of Shareholders' Meeting, June 16, 1989

Sycon Corporation

Report of Acquisition (Reg. S-100), June 16, 1989

The T. Eaton Acceptance Co. Limited

Interim Financial Statements for 16 wk ended May 20, 1989

Finance Company Report (Form 29 or A.C.F.C.) for year ended Jan. 28, 1989

Annual Filing of Reporting Issuer (Form 28), June 12, 1989

T.C.C. Beverages Ltd.

Private Placement (Form 20), June 15, 1989

T.L.C. Properties Inc.

Interim Financial Statements for 3 mn ended Mar. 31, 1989

Annual Report for year ended Dec. 31, 1988

Tanager Resources Limited

Interim Financial Statements for 3 mn ended Mar. 31, 1989

Tarzan Gold Inc.

Private Placement (Form 20), June 9, 1989

Taurus Footwear Inc.

News Release, June 20, 1989

News Release, June 21, 1989

- Change of Auditors (Policy 31), June 20, 1989
News Release, June 20, 1989
- Teco Mines and Oils Ltd.**
Audited Annual Financial Statement for year ended Jan. 31, 1989
- Teeshin Resources Ltd.**
Certificate of Mailing, Apr. 17, 1989
- Tele-Talk Inc.**
Stock Options Granted, June 16, 1989
- Teledyne Canada, Limited**
Certificate of Mailing, June 20, 1989
- Telephony Communications International Inc.**
News Release, Apr. 30, 1989
- Templeton Heritage Fund**
Application, June 23, 1989
- Terra Mines Ltd.**
Resale of Exempted Security Report (Form 21), June 7, 1989
- Terratech Resources Inc.**
Letter to Shareholders, June 15, 1989
- Terrenex Ventures Inc.**
Private Placement (Form 20), June 8, 1989
- Thomson Newspapers Limited**
Annual Information Form, June 20, 1989
Preliminary Short Form Prospectus for 150,000,000 Debentures, June 20, 1989
- Thorncrest Explorations Limited**
Alberta Securities Commission Order, June 21, 1989
- Time Air Corporation**
News Release, June 19, 1989
- Timminco Limited**
News Release, June 21, 1989
News Release, June 21, 1989
- Timmins Nickel, Inc.**
Preliminary Prospectus For 6,000,000 Common Shares, June 19, 1989
- Tombill Mines Limited**
T.S.E. Material, June 13, 1989
- Tootal Group Plc**
Takeover Bid Circular (Form 32), June 7, 1989
- Top Fifty Equity Fund**
Application, June 16, 1989
- Toronto East (Scarborough) Hotel Development Partnership**
Interim Financial Statements for 3 mn ended Mar. 31, 1989
- Toronto Sun Publishing Corporation**
News Release, June 19, 1989
- Toronto-Dominion Bank**
News Release, June 14, 1989
News Release, June 19, 1989
News Release, June 21, 1989
Preliminary Prospectus for 50,000,000 Debentures, June 23, 1989
- Torvalon Corp.**
Interim Financial Statements for 3 mn ended Mar. 31, 1989
- Total Energold Corporation**
News Release, June 16, 1989
Resale of Exempted Security Report (Form 21), June 7, 1989
Resale of Exempted Security Report (Form 21), June 20, 1989
- Total Petroleum (North America) Ltd.**
Preliminary Short Form Prospectus for 2,000,000 Common Shares, June 23, 1989
- Tournigan Mining Explorations Ltd.**
Resale of Exempted Security Report (Form 21), June 7, 1989
- Trader Resource Corp.**
Interim Financial Statements for 3 mn ended Mar. 31, 1989
- Trans Canada Glass Ltd.**
Application, June 15, 1989
- Trans-Dominion Energy Corporation**
T.S.E. Material, June 9, 1989
- TransAlta Utilities Corporation**
Prospectus, June 16, 1989
- TransCanada PipeLines Limited**
News Release, June 13, 1989
News Release, June 13, 1989
T.S.E. Material, June 13, 1989
- Transpacific Resources Inc.**
Interim Financial Statements for 3 mn ended Mar. 31, 1989
Audited Annual Financial Statement for year ended Dec. 31, 1988
- Tri-D Automotive Limited**
Alberta Securities Commission Order, June 21, 1989
- Trical Resources Inc.**
Takeover Bid Circular (Form 32), June 9, 1989
- Trinity Resources Ltd.**
Interim Financial Statements for 3 mn ended Mar. 31, 1989
- Tundra Gold Mines Limited**
Record Date (Policy 41), Aug. 14, 1989
Annual General Meeting Date, Sep. 22, 1989
- Turbo Resources Limited**
Annual Information Form, June 21, 1989
- Tyler Resources Inc.**
Interim Financial Statements for 9 mn ended Apr. 30, 1989
- Tyne Terrace Homes Limited**
Audited Annual Financial Statement for year ended Feb. 28, 1989
- Ultramar Canada Inc.**
News Release, June 20, 1989
- Ultramar PLC**
Interim Financial Statements for 3 mn ended Mar. 31, 1989
- Unican Security Systems Ltd.**
News Release, June 21, 1989
- Unigold Resources Ltd.**
Record Date (Policy 41), July 14, 1989
Annual Meeting Date, Aug. 30, 1989
- Union Gas Limited**
Annual Information Form, June 16, 1989
Preliminary Short Form Prospectus for 125,000,000 Debentures, June 21, 1989
- United North American Resources, Inc.**
News Release, June 22, 1989
Record Date (Policy 41), July 17, 1989
Annual General Meeting Date, Aug. 25, 1989
- United Reef Petroleums Limited**
Certificate of Mailing, June 20, 1989
- United Westburne Inc.**
News Release, June 20, 1989
T.S.E. Material, June 16, 1989
News Release, June 19, 1989
- Universal Genetics Corporation Limited**
Information Circular/Proxy/Notice of Shareholders' Meeting, June 12, 1989
News Release, June 19, 1989
Audited Annual Financial Statement for year ended Mar. 31, 1989
- Uranex Resources Limited**
Interim Financial Statements for 3 mn ended May 31, 1989
- Utilicorp United Inc.**
News Release, June 21, 1989
- Value Investment Corporation**
News Release, May 8, 1989
- Varitech Investors Corporation**
Annual Report for year ended Mar. 31, 1989
- Vestronix Corporation**
Business Proposal, June 1, 1989
- VGM Capital Corporation**
Certificate of Mailing, June 15, 1989
- Villeneuve Resources Limited**
Record Date (Policy 41), Aug. 14, 1989
Annual General Meeting Date, Sep. 22, 1989
- Vision Pharmaceuticals Inc.**
Ruling/Order/Reasons, June 21, 1989
- Vital Pacific Resources Ltd.**
Resale of Exempted Security Report (Form 21), June 7, 1989
- Voyager Explorations Limited**
Information Circular/Proxy/Notice of Shareholders' Meeting, May 16, 1989
- Waldec of Canada Limited**
Amended Statement of Change of Cash Position for 3 Months Ended March 31, 1989
- Wall Financial Corporation**
Certificate of Mailing, June 15, 1989
- Werner Dahnz Company Limited**
Interim Financial Statements for 6 mn ended Mar. 31, 1989
- West Fraser Timber Co. Ltd.**
T.S.E. Material, June 14, 1989
- West Haven Golf Limited Partnership**
Preliminary Prospectus for 4,725,000 Units, June 12, 1989
- Westar Group Ltd.**
Letter to Shareholders, June 19, 1989
- Westfort Petroleum Ltd.**
Ruling/Order/Reasons, June 20, 1989
Audited Annual Financial Statement for year ended Dec. 31, 1988
Interim Financial Statements for 3 mn ended Mar. 31, 1989
- Westley Mines Limited**
News Release, June 26, 1989
- White-Guyatt Mining Company Limited**
Audited Annual Financial Statement for year ended Dec. 31, 1988
- Whitney Porcupine Resources Ltd.**
Record Date (Policy 41), July 6, 1989
Annual Meeting Date, Aug. 9, 1989

William Mosgrove Tower Apartment Project

Interim Financial Statements for 6 mn ended
Apr. 30, 1989

Williams Creek Exploration Limited

Information Circular/Proxy/Notice of
Shareholders' Meeting, June 12, 1989
Audited Annual Financial Statement for year
ended Jan. 31, 1989
Interim Financial Statements for 3 mn ended
Apr. 30, 1989

Willingdon Resources Limited

Interim Financial Statements for 9 mn ended
Apr. 30, 1989

Wilshire Energy Resources Inc.

News Release, June 23, 1989

Wizard Lake Petroleum Corp.

Record Date (Policy 41), July 13, 1989
Annual Meeting Date, Aug. 17, 1989

The Wood Gundy Self-Directed Education Savings Plan

Amendment to Prospectus dated January 26,
1989, June 19, 1989

Woodward's Limited

Interim Financial Statements for 13 wk ended
Apr. 29, 1989

X-Cal Resources Ltd.

News Release, June 19, 1989
News Release, June 21, 1989

Xerox Canada Inc.

News Release, June 20, 1989
Issued And Outstanding Common Shares,
June 15, 1989

XL Foods Ltd.

T.S.E. Material, June 13, 1989

Yellow Band Resources Inc.

Private Placement (Form 20), June 13, 1989

Young-Shannon Gold Mines Limited

Private Placement (Form 20), May 26, 1989
Exempt Financing Notice, June 26, 1989

New Issues and Secondary Financings

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11.1 ACCEPTED - ANNUAL INFORMATION FORMS (OTHER)

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
CAE Industries	A.I.F. Jun 21/89 Accepted Jun 21/89	---	---	---	---	---
Turbo Resources Limited	A.I.F. Jun 20/89 Accepted Jun 21/89	---	---	---	---	---
Union Gas Limited	Refiling of A.I.F. Jun 16/89 Accepted Jun 21/89	---	---	---	---	---

11.2 ACCEPTED - RIGHTS OFFERING

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Isolation Systems Limited	Rights Offering Jun 19/89 Accepted Jun 20/89	---	---	---	---	---

11.3 AMENDMENTS RECEIPTED (NAT'L POLICY 36) - AMENDMENTS

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
BPI One Decision Balanced Fund (Formerly One Decision Fund)	Amended & Restated Simpl. Prosp. & A.I.F. Jun 05/89 Receipt Jun 14/89	---	---	---	---	---
Investors Mortgage Fund	Amend. No. 1 May 29/89 to A.I.F. Apr 15/89	---	---	---	---	---

11.4 FILE WITHDRAWN - PROSPECTUS

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
North American Medical Services Inc.	Prel. Prosp. Mar 31/89 Withdrawn Jun 20/89	common shares	---	---	---	---

11.5 FINAL RECEIPT ISSUED - PROSPECTUSES

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Co-operative Trust Company of Canada Interest Fund	Prosp. Jun 16/89 Receipt Jun 26/89	mutual fund units	NAV	---	PF Mutual Funds Inc.	Co-operative Trust Company of Canada

11.5 FINAL RECEIPT ISSUED - PROSPECTUSES (continued)

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
First City RealFund	Prosp. Jun 23/89 Receipt Jun 23/89	mutual fund units	NAV	---	Registered Dealers	First City Development Corp. Ltd.
McLean Budden Balanced Fund	Prosp. Jun 15/89 Receipt Jun 20/89	mutual fund units	NAV	---	McLean Budden Limited (D)	---

11.6 FINAL RECEIPT ISSUED - SIMPLIFIED PROSPECTUSES AND A.I.F.

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Capstone Investment Trust Capstone International Investment Trust Capstone Cash Management Fund	Simpl. Prosp. & A.I.F. Jun 14/89 Receipt Jun 20/89	mutual fund units	NAV	---	Capstone Consultants Limited (D)	---
Guardian Enterprise Fund Guardian Strategic Income Fund	Simpl. Prosp. & A.I.F. Jun 16/89 Receipt Jun 21/89	mutual fund units	NAV	---	The Guardian Group of Funds Limited (D)	The Guardian Group of Funds Limited

11.7 PRELIMINARY RECEIPT ISSUED - PROSPECTUSES

ISSUER	DATE	DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
CanUtilities Holdings Ltd. (National Issue - Alberta)	Prel. Prosp. Jun 23/89 Receipt Jun 27/89	* units, each consists of * cumulative redeemable retractable reset preferred shares Series A and * warrants	\$ * per unit	---	Richardson Greenshields Of Canada Limited Gordon Capital Corporation Nesbitt Thomson Deacon Inc. RBC Dominion Securities Inc. (U)	---
CopperQuest Inc.	Prel. Prosp. Jun 23/89 Receipt Jun 23/89	1,500,000 common shares secondary offering of 310,000 common shares	\$0.20 per share \$0.20 per share	---	R. Brant Securities Limited (U)	---
Edgecombe Real Estate Limited Partnership (National Issue - Ontario)	Prel. Prosp. Jun 23/89 Receipt Jun 23/89	9,000 units	\$5,000 per unit, with a minimum subscription of \$10,000	---	RBC Dominion Securities Inc. (U)	---
Europe 1992 Fund (National Issue - Ontario)	Prel. Prosp. Jun 20/89 Receipt Jun 21/89	* combined units, each consists of one unit and one-half warrant	\$10.00 per combined unit, with a minimum subscription of \$2,500	---	ScotiaMcLeod Inc. Wood Gundy Inc. RBC Dominion Securities Inc. Nesbitt Thomson Deacon Inc. Merrill Lynch Canada Inc. Walwyn Stodgell Cochran Murray Limited (U)	---
Prudential-Bache Capital Return Futures Fund 2, .L.P. (National Issue - Ontario)	Prel. wraparound Prosp. Jun 26/89 Receipt Jun 27/89	750,000 limited partnership units, with a minimum subscription of 50 units	U.S. \$100 per unit	---	Prudential-Bache Securities Canada Ltd. (U)	---
Timmins Nickel, Inc.	Prel. Prosp. Jun 19/89 Receipt Jun 22/89	* common shares	\$ * per share	---	Andras Research Capital Inc. (U)	---

11.7 PRELIMINARY RECEIPT ISSUED - PROSPECTUSES (continued)

ISSUER	DATE	DESCRIPTION OF SECURITY	NUMBER AND	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
West Haven Golf Limited Partnership	Prel. Prosp. Jun 12/89 Receipt Jun 21/89	350 limited partnership units		\$13,500 per unit	---	West Haven Golf and Country Club Inc. (D)	---

11.8 PRELIMINARY RECEIPT ISSUED - SHORT FORM PROSPECTUSES

ISSUER	DATE	DESCRIPTION OF SECURITY	NUMBER AND	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Bank of Nova Scotia, The (National Issue - Ontario)	Prel. Prosp. Jun 27/89 Receipt Jun 27/89	\$200,000,000 10.35% debentures due July 19, 2001		100% to yield 10.35%	---	ScotiaMcLeod Inc. Burns Fry Limited RBC Dominion Securities Inc. Nesbitt Thomson Deacon Inc. Wood Gundy Inc. Merrill Lynch Canada Inc. Gordon Capital Corporation Toronto Dominion Securities Inc. (U)	---
CAE Industries Ltd. (National Issue - Ontario)	Prel. Prosp. Jun 21/89 Receipt Jun 21/89	* common shares		\$ * per share	---	RBC Dominion Securities Burns Fry Limited Gordon Capital Corporation ScotiaMcLeod Inc. (U)	---
Thomson Corporation, The (National Issue - Ontario)	Prel. Prosp. Jun 20/89 Receipt Jun 21/89	\$150,000,000 10.15% debentures due 1996		100% plus accrued interest, if any	---	Wood Gundy Inc. ScotiaMcLeod Inc. RBC Dominion Securities Inc. (U)	---

11.8 PRELIMINARY RECEIPT ISSUED - SHORT FORM PROSPECTUSES (continued)

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Toronto-Dominion Bank, The (National Issue - Ontario)	Prel. Prosp. Jun 23/89 Receipt Jun 23/89	\$50,000,000 10 1/4% debentures due July 18, 1994	99.75% to yield 10.315%	---	Toronto Dominion Securities Inc. ScotiaMcLeod Inc. Wood Gundy Inc. Burns Fry Limited RBC Dominion Securities Inc. (U)	---
Total Petroleum (North America) Ltd. (National Issue - Quebec)	Prel. Prosp. Jun 23/89 Receipt Jun 26/89	2,000,000 common shares	Can.\$* per share	---	RBC Dominion Securities Inc. (U)	---
Union Gas Limited (National Issue - Ontario)	Prel. Prosp. Jun 21/89 Receipt Jun 22/89	\$125,000,000 10 5/8% debentures, 1989 Series (unsecured)	100% plus accrued interest, if any	---	Gordon Capital Corporation Nesbitt Thomson Deacon Inc. Midland Doherty Limited Wood Gundy Inc. ScotiaMcLeod Inc. (U)	---

11.9 RECEIVED - AMENDMENTS

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Citibank Canada	Amend. Jun 20/89 to Prel. Prosp. Apr 28/89	---	---	---	---	---
Environmental Safety Systems, Inc. Environmental Risk Holdings, Inc.	Amend. Jun 22/89 to Prosp. May 31/89	---	---	---	---	---

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11.9 RECEIVED - AMENDMENTS (continued)

ISSUER	DATE	DESCRIPTION OF SECURITY	NUMBER AND	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Medallion Realty Growth Fund	Amend. No. 1 Jun 23/89 Prosp. Sep 29/88	---	---	---	---	---	---
United Accumulative Fund Ltd.	Amend. No. 1 Jun 27/89	---	---	---	---	---	---
United Accumulative Retirement Fund United Venture Fund Ltd.	Simpl. Prosp. & A.I.F. Feb 03/89	---	---	---	---	---	---
United Venture Retirement Fund United American Fund Ltd.							
United Security Fixed Income Fund United Mortgage Fund							
United Canadian Money Market Fund United U.S. Dollar Money Market Fund							
Wood Gundy Self-Directed Education Savings Plan, The	Amend. No. 1 Jun 19/89 Prosp. Jan 26/89	---	---	---	---	---	---

11.10 RECEIVED - ANNUAL INFORMATION FORMS (OTHER)

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Canadian Pacific Forest Products Limited (National Issue - Quebec)	Initial A.I.F. Jun 13/89	---	---	---	---	---
Noma Industries Limited	Initial A.I.F. May 16/89	---	---	---	---	---
Thomson Corporation, The (National Issue - Ontario)	A.I.F. Jun 20/89	---	---	---	---	---

Chapter 12

Registrations

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

Chapter 25

Other Information

25.1 STATISTICS OF FILINGS

25.1.1 STATISTICS OF FILING FOR MAY, 1989

STATISTICS OF FILINGS 1988 - 1989

Comparative monthly and cumulative dollar value of financial filings accepted May, 1989

(in \$000's)

	MONTH				CUMULATIVE - TWO MONTHS			
	1988		1989		1988		1989	
PROSPECTUSES (INCL. SHORT FORMS)	EQUITY	DEBT	EQUITY	DEBT	EQUITY	DEBT	EQUITY	DEBT
Film	0	0	0	0	9,100	0	0	0
Bank	0	275,000	0	0	0	275,000	0	0
Finance	0	0	0	75,000	0	0	54,000	75,000
Industrial	140,109	255,000	99,500	660,000	537,528	605,000	470,800	667,000
Natural Resource - Mining : Junior	9,761	0	836	0	13,669	0	836	0
: Other	75,000	0	0	0	125,000	0	111,375	0
- Oil & Gas : Junior	0	0	0	0	0	0	0	0
: Other	0	0	0	0	34,000	0	0	0
Oil & Gas Program	0	0	0	0	0	0	0	0
S.B.D.C.	0	0	0	0	9,648	0	0	0
Miscellaneous	3,000	0	0	0	3,000	0	0	0
Real Estate Program	0	0	24,000	155,000	0	0	72,895	155,000
Trust Company	0	125,000	0	0	0	125,000	0	0
Sub Total	227,870	655,000	124,336	890,000	731,945	1,005,000	709,906	897,000
EXCHANGE OFFERING PROSPECTUSES								
Industrial	0	0	0	0	0	0	0	0
Natural Resource - Mining : Junior	0	0	980	0	1,000	0	980	0
: Other	0	0	0	0	0	0	0	0
- Oil & Gas : Junior	0	0	0	0	0	0	0	0
: Other	0	0	0	0	0	0	0	0
Sub Total	0	0	980	0	1,000	0	980	0
EXEMPT FINANCINGS								
Form 20	249,674	181,085	876,974	809,038	680,166	501,581	1,664,429	918,075
Form 21	967	0	7,730	0	41,635	0	8,265	0
Sub Total	250,641	181,085	884,704	809,038	721,801	501,581	1,672,694	918,075
TOTAL	478,511	836,085	1,010,020	1,699,038	1,454,746	1,506,581	2,383,580	1,815,075
*Short Forms incl. above	0	625,000	82,250	890,000	227,069	975,000	282,250	890,000

25.1.2 DISCLOSURE SECTION - REPORT OF
MATERIAL FILED FOR MAY, 1989

DISCLOSURE SECTION
COMPARATIVE STATISTICAL REPORT OF MATERIAL
FILED FOR MONTH OF MAY, 1989

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Company Name	Date	Number and Type of Shares	Additional Information
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Micromedia Limited

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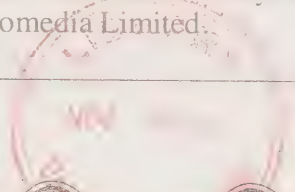


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The Ontario Securities Commission

OSC Bulletin

November 3, 1989

Volume 12, Issue 44

(1989), 12 OSCB

The Ontario Securities Commission Administers the
Securities Act of Ontario (R.S.O. 1980, c. 466, as amended) and the
Commodity Futures Act of Ontario (R.S.O. 1980, c. 78, as amended)

The Ontario Securities Commission

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Ontario Securities Commission

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**LEGAL COUNSEL
CORPORATE FINANCE BRANCH
(PLG 19 - 20)**

\$43,373 - \$59,539

Required by the **Ontario Securities Commission, Ministry of Financial Institutions**, to ensure prospectuses submitted for filing meet statutory requirements under the Securities Act. You will: examine and recommend acceptance/rejection of prospectuses and exemption applications pertaining to industrial, investment, mining/oil companies and complex tax shelters; appear as staff counsel at hearings; provide input into policy/regulation changes; provide advice and policy/legislation interpretation.

Location: Toronto

Qualifications: member of Law Society of Upper Canada; thorough knowledge of and experience with the principles of corporate structure and financing, Securities Act/Regulation, related legislation/policies; understanding of stock exchange and security dealer practices; ability to conduct legal research; knowledge of current corporate and economic developments in the securities area; excellent written and oral communication skills.

Applications must be received by December 4, 1989 and addressed to file number FI 81/89, Ministry of Financial Institutions, Human Resources Branch, 10 Wellesley Street East, 7th Floor, Toronto, Ontario, M7A 2J6

Chapter 1

Notices / Press Releases

1.1 NOTICES

1.1.1 Current Proceedings Before the Ontario Securities Commission

NOVEMBER 3, 1989

CURRENT PROCEEDINGS

BEFORE

ONTARIO SECURITIES COMMISSION

Unless otherwise indicated in the date column, all hearings will take place at the following location:

The Harry S. Bray Hearing Room
Ontario Securities Commission
Cadillac Fairview Tower
Suite 1800, Box 55
20 Queen Street West
Toronto, Ontario
M5H 3S8

Telephone: 597-0681

Telecopier 593-8240

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Charles Salter, Q.C., Vice-Chairman -- CS
Jack W. Blain, Q.C. -- JWB
Martin L. Friedland, Q.C. -- MLF
Lea B. Hansen, CFA -- LBH
David T.C. Moore -- DTCM
William D. Moull -- WDM
Malcolm A. Taschereau -- MAT
Paul L. Waitzer -- PLW
Seymour L. Wigle, FCA -- SLW

SCHEDULED OSC HEARINGS

Nov 8/89
10:00 a.m.

ScotiaMcLeod Inc. and James John Addington

s.24, CFA
Mr. D. McKay in attendance for staff.

Panel: (to be announced)

Nov 20/89
9:30 a.m.

Gregory McGroarty, Gordon Cooper, Gerald Baxter and Lewis Taylor

s.124
Ms. S. Blake in attendance for staff.

Panel: CS/PLW/SLW

Nov 21/89
10:00 a.m.

Mithras Management Ltd., Skyld Holdings Ltd., Amber Financial Services Ltd., Blackstone Entertainment Ltd., Spectrafilm Inc., International Spectrafilm Distribution Inc., Grambling, Inc. II, B.W. Young & Co. Ltd., John Penturn & Son Ltd., Elizabeth Citroen, Barry W. Young, Norturn Penturn, James Penturn, Mithras C. Limited Partnership to Mithras CVII Limited Partnership Inclusive, Mithras LXXV Limited Partnership and Mithras LXXVI Limited Partnership

s.26, 123 and 124
Mr. J. Douglas in attendance for staff.

Panel: PLW/MAT

Jan 8/90
10:00 a.m.

Instinet Canada Limited

s.22(2)
Mr. J. Scarlett in attendance for staff.

Panel: CS/MAT/SLW

Feb 19/90
9:30 a.m.

Russell James Bennett, Harbanse Singh Doman, William Richard Bennett, and Bennett Equities Ltd.

s.124
Messrs. F.R. Allen and J. Groia in attendance for staff.

Panel: (to be announced)

Apr 2/90 10:00 a.m.	Michael Joseph Biscotti, Francesco Antonio Costantini and David Orton s.26/s.124 Messrs. J. Groia, D. Moore, Ms. L. Fuerst and Ms. N. Ross in attendance for staff. Panel: CS/JWB	Adjourned sine die to be brought back on 5 days notice	Silver Bar Mines Limited s.123 (from November 20, 1987) Ms. S. Blake in attendance for staff. Panel: JWB/PLW
Adjourned (date to be announced)	Nadir Shahbaz Zulqernain s.26 Mr. J. Douglas in attendance for staff. Panel: CS/MAT/SLW	Adjourned sine die	S. B. McLaughlin s.124 Mr. T. Lockwood in attendance for staff. Panel: CS/MAT
Adjourned sine die to be brought back on 5 days notice	Grandview Ridge Estates, Millpark Ventures Inc., Market Trend Real Estate Inc., A.K. Harder, and Irma Helen Harder s.123 Mr. D. MacKay in attendance for staff. Panel: (to be announced)	Adjourned (in abeyance before the OSC)	Asbestos Corporation Limited, Societe Nationale De L'Amiante & Sa Majeste Du Chef du Quebec s.122(1)/S.124 Messrs. F.R. Allen, J. Groia and Ms. N. Ross in attendance for staff. Panel: (to be announced)
Adjourned sine die to be brought back on 5 days notice	Tridont Health Care Inc. cl.79(b)(iii)/ss.123(1) and (3) Messrs. F.R. Allen and J. MacNeil in attendance for staff. Panel: (to be announced)	Adjourned pending ongoing civil proceedings	Comaplex Resources International Ltd. / Schaffhauser Kantonalbank / Montenero International Company / Sanlos Trading Inc. / Ulrich Chmiel s.123/s.124/cl.100c(2)(c) Ms. N. Ross in attendance for staff Panel: SMB/CS/PLW
Adjourned sine die to be brought back by either party on 7 days notice	Permanent Acceptance Corporation Limited s.123 Ms. S. Blake in attendance for staff. Panel: CS/JWB/PLW	Reference:	Julie-Luce B. Farrell Secretary to the Ontario Securities Commission (416) 593-8212
Adjourned sine die to be brought back on 5 days notice	American Diversified Realty Fund, American Diversified Realty Fund Limited Partnership, American Diversified Realty Inc., Overseas Credit and Guaranty Corporation, OCGC Financial Holdings Ltd., Overseas Credit and Guaranty (Alberta) Corporation, and Baron Securities Inc. s.123 Mr. J. Douglas in attendance for staff. Panel: (to be announced)		
Adjourned sine die to be brought back on 2 days notice	Chesnutt, P. Anthony s.124 Mr. T. Lockwood in attendance for staff. Panel: (to be announced)		

1.2 NOTICE OF HEARINGS

1.2.1 SCOTIAMCLEOD INC. AND JAMES JOHN ADLINGTON - S. 24, CFA - NOTICE OF HEARING

IN THE MATTER OF THE COMMODITY FUTURES ACT,
R.S.O. 1980, CHAPTER 78, AS AMENDED

AND

IN THE MATTER OF
SCOTIAMCLEOD INC.

AND

IN THE MATTER OF
JAMES JOHN ADLINGTON

NOTICE OF HEARING
(Section 24)

WHEREAS ScotiaMcLeod Inc. ("ScotiaMcLeod") was, at all material times, known as McLeod Young Weir Limited and was, at all material times, registered under the Act as a futures commission merchant;

AND WHEREAS James John Adlington ("Adlington") was, at all material times, employed by ScotiaMcLeod or its predecessor and was, at all material times, a salesman registered under the Act;

TAKE NOTICE that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to the provisions of Section 24 of the Commodity Futures Act, R.S.O. 1980, Chapter 78, as amended (the "Act") on Wednesday, the 8th day of November, 1989, at 10:00 in the forenoon or so soon thereafter as the hearing can be held at the offices of the Commission on the 18th floor, 20 Queen Street West, Toronto, Ontario;

TO CONSIDER:

1. whether, in the opinion of the Commission, it is in the public interest to suspend, cancel, restrict or impose terms and conditions upon the registration under the Act of ScotiaMcLeod Inc. and/or James John Adlington; and
2. such further and other order as may be appropriate in the circumstances;

BY REASON OF THE FOLLOWING ALLEGATIONS:

1. In dealing with a client, Judith Eglinton ("Eglinton"), Adlington failed to abide by the information in the Know Your Client form completed by Eglinton when a trading account was opened, by her, at ScotiaMcLeod;
2. Adlington failed to determine the credit worthiness of Eglinton in accordance with guidelines established by ScotiaMcLeod thereby breaching the provisions of Section 28(1)(a)(i) of the Regulations made pursuant to the Act ("Regulations");

3. Adlington failed, pursuant to the provisions of Sections 28(1)(b) and 28(1a) of the Regulations, to comply with the suitability and continued suitability of trades on behalf of Eglinton; and
4. ScotiaMcLeod failed to supervise Adlington in the performance of his duties as a salesman registered under the Act.

TAKE NOTICE that any party to the proceedings may be represented by counsel of his choice at the hearing if he attends or submits evidence thereat;

AND TAKE NOTICE that upon failure of any party to attend at the time and place aforesaid, the hearing may proceed in his absence and he is not entitled to any further notice in the proceedings.

October 27th, 1989.

"Julie-Luce B. Farrell"

Decisions, Orders and Rulings

2.1 DECISIONS

2.1.1 MCGROARTY, GREGORY, GORDON COOPER, ROBERT LEPAGE, EUGENE MCBURNEY, GERALD BAXTER AND LEWIS TAYLOR - S. 124

Headnote

Interim Order removing individual's trading privileges pending conclusion of trial of Securities Act charges, by direction of Divisional Court (1989), 12 OSCB 3963.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 118, 124.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

IN THE MATTER OF
GREGORY MCGROARTY, GORDON COOPER,
ROBERT LEPAGE EUGENE MCBURNEY,
GERALD BAXTER and LEWIS TAYLOR

ORDER (Section 124)

WHEREAS on October 27, 1988, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to Section 124 of the Securities Act, R.S.O. 1980, Chapter 466, as amended (the "Act") to consider whether, in the opinion of the Commission, it is in the public interest to order that any or all of the exemptions contained in Sections 34, 71, 72 and 92 do not apply to Gregory McGroarty, Gordon Cooper, Robert LePage, Eugene McBurney, Gerald Baxter and Lewis Taylor;

AND WHEREAS by Decision made on April 19, 1989, the Commission refused motions made by several of the Respondents to stay or adjourn the proceedings;

AND WHEREAS by Decision made on September 28, 1989, and released on October 16, 1989, the Divisional Court directed the Commission to make an Order staying the Section 124 proceedings as against only Gregory McGroarty until Section 118 proceedings against Gregory McGroarty have been disposed of or until the Court otherwise orders and required as a condition of the stay that Gregory McGroarty consent to an Order under Section 124 of the Act that the exemptions contained in Sections 34, 71, 72 and 92 of the Act do not apply to Gregory McGroarty, which consent was communicated to the Court;

NOW, THEREFORE, IT IS ORDERED, pursuant to Section 124 of the Act, that:

1. the proceedings pursuant to Section 124 of the Act as they relate to Gregory McGroarty only are stayed until Section 118 charges laid on March 25, 1988, against Gregory McGroarty have been disposed of or until the Divisional Court otherwise orders; and
2. all of the exemptions contained in Sections 34, 71, 72 and 92 do not apply to Gregory McGroarty for the duration of this stay.

September 28th, 1989.

"M. A. Taschereau"

"Paul L. Waitzer"

"Seymour L. Wigle"

"W. D. Moull"

"Charles Salter"

2.2 ORDERS

2.2.1 LOEWEN, ONDAATJE, MCCUTCHEON & COMPANY LIMITED - S. 208, REG.

Headnote

Issuer arguably a related issuer of applicant broker and investment dealer. De minimus offering, special fact situation. Applicant exempted from requirements of s. 199(1)(b) of Regulation.

Regulation Cited

Regulation under Securities Act, R.R.O. 1980, Reg. 910, as am., ss. 199 and 208.

IN THE MATTER OF REGULATION 910
OF THE REVISED REGULATIONS OF ONTARIO, 1980
MADE UNDER THE SECURITIES ACT,
R.S.O. 1980, C. 466, AS AMENDED

AND

IN THE MATTER OF
LOEWEN, ONDAATJE, MCCUTCHEON
& COMPANY LIMITED

ORDER
(Section 208 of the Regulation)

UPON the application of Loewen, Ondaatje, McCutcheon & Company Limited ("LOM") to the Ontario Securities Commission (the "Commission") for an order pursuant to section 208 of Regulation 910 of the Revised Regulations of Ontario, 1980 (the "Regulation") made under the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act") exempting LOM from the requirements of clause 199(1)(b) of the Regulation in connection with the distribution pursuant to a prospectus (the "Prospectus") of common shares (the "Common Shares") of The Winchester Group Inc. ("Winchester") issuable upon the exercise of warrants (the "Warrants") previously privately placed, as well as up to an additional 1,500,000 Common Shares (the "Additional Common Shares") also to be distributed under the Prospectus;

AN UPON reading the application and the recommendation of the staff of the Commission;

AND UPON it being represented by LOM to the Commission that:

1. LOM is registered as a broker and investment dealer under the Act;
2. Charles B. Loewen ("Mr. Loewen") is a director and senior officer of LOM and holds approximately 11.8% of the voting securities of Loewen, Ondaatje, McCutcheon Inc., the wholly-owning parent of LOM. Mr. Loewen also controls Loewen Industries Inc., a private Ontario corporation that holds 4,000,000 (30.8%) of the 13,000,000 issued and outstanding common shares of Winchester and is a director and senior officer of Winchester. Through the exercise of voting rights in companies which are deemed by subsection 194(4) of the Regulation (in the absence

of evidence to the contrary) to influence LOM and Winchester, and by virtue of the senior offices held at such companies, Mr. Loewen influences both LOM and Winchester and accordingly Winchester is a related issuer of LOM;

3. By offering memorandum (the "Offering Memorandum"), dated June 2, 1989, Winchester privately placed 10,500,000 Warrants at \$0.25 per Warrant for aggregate proceeds of \$2,625,000 (the "Private Placement"). Each Warrant entitles the holder to purchase one Common Share upon the surrender of the Warrant and upon payment of an exercise price of \$0.01 on or before the earlier of 30 days following the issuance of a receipt for a prospectus filed to qualify the Common Shares to be issued upon the exercise of the Warrants and March 31, 1991;
4. Winchester has filed a preliminary prospectus (the "Preliminary Prospectus") and intends to use its best efforts to obtain a final receipt for the prospectus (a) to permit the Common Shares issuable upon exercise of the Warrants to be resold without being subject to any resale restrictions; and (b) to qualify for primary distribution the 1,500,000 Additional Common Shares;
5. LOM has agreed to act as agent of Winchester, on a best-efforts basis, to place the Additional Common Shares. For such services LOM will receive 10% of the funds raised through the distribution of such shares, which will total \$45,000 if all of such shares are distributed by LOM. Aside from such agency fees, neither LOM nor any related issuer of LOM will receive any benefit from the Private Placement or Prospectus offering.
6. The proceeds of the offering of the securities referred to herein have been and will be used to provide working capital for Winchester and to cover the operating losses stemming from the initial operating expenditures of Winchester and its subsidiaries;
7. The Offering Memorandum contained, and the prospectus will contain, full disclosure of the relationships among LOM, Loewen and Winchester and the benefits flowing to LOM and its related issuers, including the disclosure mandated by the applicable provisions of clause 199(1)(a), thereby enabling investors to make informed investment decisions; and
8. Mr. Loewen was instrumental in the decision to privately place the Warrants and to offer the Additional Common Shares to the public. His involvement included participating in the determination of the attributes of the securities and their pricing. He was also involved in negotiating the role to be played by, and the compensation to be paid to, LOM;

AND UPON the Commission being satisfied that to so order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 208 of the Regulation that LOM be and it is hereby exempted from the requirements of section 199(1)(b) of the Regulation in connection with the distribution pursuant to the prospectus of the Common Shares issuable upon exercise of the Warrants and the Addi-

tional Common Shares, provided that a letter, in form and content satisfactory to the Director, is delivered prior to the purchase of any Common Shares or Additional Common Shares, to each prospective purchaser providing notice of the relationships among LOM, Loewen and Winchester.

October 26th, 1989.

"J. W. Blain"

"M. A. Taschereau"

2.2.2 RELAX PLAZA HOTEL - ALL SUITES
LONDON, ONTARIO - CL. 79(B)(III)

Headnote

Issuer exempted from the requirements in subsection 76(1) and section 78 of the Act to file and send, respectively interim financial statements for the first quarter and third quarters of each financial year of the London Hotel Project - exemption must be approved at the first annual meeting of the members of the Condominium Corporation who are entitled to vote at such meeting - exemption terminates thirty days after the occurrence of a material change in the affairs of the London Hotel Project unless the Commission is satisfied that exemption should continue.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 76(1), 78, 79(b)(iii).

Policies Cited

O.S.C. Policy 2.6.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
RELAX PLAZA HOTEL - ALL SUITES LONDON , ONTARIO

ORDER
(Clause 79(b)(iii))

UPON the application of Relax Development Corporation Ltd. ("RDC") promoter of Relax Plaza Hotel - All Suites London, Ontario (the "London Hotel Project"), to the Ontario Securities Commission (the "Commission") for an order pursuant to clause 79(b)(iii) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act") and Commission Policy 2.6 exempting the London Hotel Project from the requirements of subsection 76(1) and section 78 of the Act;

AND UPON it being represented to the Commission that:

1. RDC is a federally incorporated Corporation engaged in the acquisition, construction and operation of hotels;
2. RDC acquired a parcel of land upon which it is building a Relax Plaza Hotel ("the London Hotel"), in London, Ontario;
3. RDC intends to register a condominium with respect to the London Hotel and to sell condominium units in the London Hotel to individuals purchasers;
4. The London Hotel Project became a reporting issuer under the Act following the issuance of a receipt for a final prospectus dated October 26, 1988;

AND UPON the Commission being of the opinion that to do so would not be prejudicial to the public interest and that in the circumstances of this particular case there is adequate justification for so doing;

IT IS ORDERED pursuant to clause 79(b)(iii) of the Act that the London Hotel Project is exempted from the requirement to file pursuant to subsection 76(1) of the Act and from the requirement to send pursuant to section 78 of the Act interim financial statements for each of the first and third quarters, of each of the London Hotel Project's financial years, provided that;

1. This exemption shall be approved at the next annual meeting of the members of the Condominium Corporation who are entitled to vote at the annual meeting, and the result of the vote shall be reported to the Commission within ten business days after the annual meeting; and
2. This exemption shall terminate 30 days after the occurrence of a material change in the affairs of the Corporation or operation of the London Hotel Project unless the Commission is satisfied that the exemption should continue.

October 26th, 1989.

"J. W. Blain"

"M. A. Taschereau"

2.2.3 HYPERION MANAGED TRUST, THE - SS. 61(5)

Headnote

Subsection 61(5) - Extension of lapse date disclosure respecting mutual fund to be consolidated with that of other mutual funds and issuer wishes to include audited annual financial statements with future prospectus.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 61(a), (b), (c), (2), (5).

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
THE HYPERION MANAGED TRUST

ORDER

Subsection 61(5)

UPON the application of The Hyperion Financial Company Inc., the Manager and Trustee (the "Manager") of The Hyperion Managed Trust (the "Trust"), to the Ontario Securities Commission (the "Commission") for an order pursuant to subsection 61(5) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act");

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON the Manager having represented to the Commission that:

1. the Trust is an open-end investment fund created by Declaration of Trust dated November 28, 1988;
2. the Trust is a reporting issuer as defined in the Act and is not in default of any requirements of the Act or the Regulation made thereunder;
3. a preliminary receipt dated October 21, 1988 was issued by the Director for a preliminary prospectus dated October 21, 1988;
4. a receipt dated December 2, 1988 was issued by the Director for a final prospectus (the "Prospectus") dated November 30, 1988;
5. pursuant to clause 61(1)(a) of the Act, the lapse date for distribution of units of the Trust pursuant to the Prospectus is October 21, 1989;
6. the financial year end of the Trust is December 31 in each year;
7. by Declaration of Trust dated October 6, 1989, the Manager created The Hyperion Asian Trust and The Hyperion Fixed Income Trust (the "New Trusts"), each of which is an open-end investment fund;

8. receipts dated October 12, 1989 were issued by the Director for final prospectuses for the New Trusts dated October 10, 1989;
9. the Manager seeks an extension of the time period prescribed by subsection 61(2) of the Act in order to incorporate in the renewal prospectus or simplified prospectus and annual information form for the Trust the audited financial statements for the Trust for its current fiscal year to end on December 31, 1989 and, if subsequently determined by the Manager to be appropriate, to prepare a consolidated simplified prospectus and annual information form for the Trust and the New Trusts;
10. except as disclosed in a Prospectus amendment dated May 29, 1989 and filed with the Canadian securities administrators, there have been no material changes in the affairs of the Trust since the date of the Prospectus;

AND UPON the Commission being of the opinion that to do so would not be prejudicial to the public interest;

IT IS ORDERED pursuant to subsection 61(5) of the Act that the time periods provided by subsection 61(2) of the Act as they apply to the distribution of units pursuant to the Prospectus, are hereby extended to the time periods that would be applicable if the lapse date for distribution of units of the Trust pursuant to the Prospectus was February 28, 1990.

October 27th, 1989.

"Charles Salter"

"Lea B. Hansen"

2.2.4 THOMSON CORPORATION, THE - CL. 117(2)(A)(II)

Headnote

Insiders exempted from reporting requirements with respect to the acquisition of securities through certain dividend, savings or option plans.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 117(2)(a)(ii), 102, 6.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
THE THOMSON CORPORATION

ORDER
(Clause 117(2)(a)(ii))

UPON the application of The Thomson Corporation (the "Issuer"), a corporation incorporated under the laws of Ontario to the Ontario Securities Commission (the "Commission") pursuant to clause 117(2)(a)(ii) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act");

AND UPON the Commission having assigned to me, pursuant to section 6 of the Act, the power to make an Order under clause 117(2)(a) of the Act;

AND UPON being satisfied in the circumstances of this particular case that there is adequate justification for so doing and the conditions herein seeming just and expedient;

IT IS ORDERED pursuant to clause 117(2)(a)(ii) of the Act that the insiders of the Issuer are exempted from the reporting requirements of section 102 of the Act with respect to the acquisition of securities of the Issuer through The Thomson Corporation Dividend Reinvestment Plan provided that:

1. Each insider files by January 31 of each year a report in the form prescribed by section 102 of the Act disclosing any increase not previously reported in the holdings of such insider of securities acquired through The Thomson Corporation Dividend Reinvestment Plan during the twelve month period ending the preceding December 31; and
2. If any insider should dispose of securities acquired through The Thomson Corporation Dividend Reinvestment Plan prior to reporting the acquisition thereof, such insider shall file a report in accordance with section 102 of the Act disclosing therein both the acquisition and disposition of such securities.

October 30th, 1989.

"L. E. Waters"

2.3 RULINGS

2.3.1 MYTEC TECHNOLOGIES INC. AND COUNTERFORCE INC. - SS. 73(1)

Headnote

Issuances of shares of reporting issuer and shares of subsidiary non-reporting issuer not subject to s. 24 or 52 of the Act - recipients of shares are dealers who install alarm systems - first trades subject to subsection 71(5) of the Act and section 18a of the Regulation.

Statute Cited

Securities Act, R.S.O. 1980, c.466, as am., ss. 24, 52, 71(5), 73(1).

Regulation Cited

Regulation under Securities Act, R.R.O. 1980, Reg. 910, as am., s. 18a.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
MYTEC TECHNOLOGIES INC. AND COUNTERFORCE INC.

RULING

(Subsection 73(1))

UPON the application of Counterforce Inc. ("Counterforce") and Mytec Technologies Inc. ("Mytec") (collectively the "Applicants") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to subsection 73(1) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act"), that the issuance by Counterforce and Mytec of up to 543,621 common shares each, pursuant to certain contracts between Mytec, Counterforce and dealers in the Counterforce alarm monitoring network ("Dealers"), whereby under such contracts ("Dealer Contracts"), Dealers may earn Counterforce shares which are automatically exchanged for Mytec shares, is not subject to section 24 or 52 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON the Applicants having represented to the Commission that:

1. Counterforce was incorporated under the Ontario Business Corporations Act on January 6, 1988 and is not a reporting issuer under the Act;
2. the authorized capital of Counterforce consists of an unlimited number of common shares, of which 63,582 were issued and outstanding as at September 19, 1989;

3. Counterforce is a wholly-owned subsidiary of Mytec;
4. Mytec was incorporated under the Canada Business Corporations Act on June 25, 1987 and is a reporting issuer under the Act not in default of any requirement of the Act or the regulation made thereunder (the "Regulation");
5. the authorized capital of Mytec consists of an unlimited number of common shares, of which 6,382,682 were issued and outstanding as at September 19, 1989;
6. the common shares of Mytec are listed on the Vancouver Stock Exchange;
7. the principal business of Mytec, which is conducted through Counterforce, is the provision of twenty-four hour alarm monitoring and response services to a network of independent dealers that install alarm systems across Canada and in the United States;
8. the Applicants wish to continue to encourage Dealers to transfer their alarm monitoring contracts to them in consideration of the payment of cash and the issuance of common shares of Counterforce, pursuant to the Dealer Contracts, which common shares will be automatically exchanged for common shares of Mytec on a one-for-one basis;
9. Dealers will not physically receive Counterforce shares but rather will receive only Mytec shares pursuant to the automatic share exchange outlined in paragraph 8 above;

AND UPON the Commission being satisfied that to so rule would not be prejudicial to the public interest;

IT IS RULED pursuant to subsection 73(1) of the Act that the issuance of up to 543,621 common shares of Counterforce and up to 543,621 common shares of Mytec to the Dealers shall not be subject to section 24 or 52 of the Act, provided that:

- A. before any common shares are issued to a Dealer, the Dealer shall be given a copy of this ruling together with a statement that as a consequence of this ruling, certain protections, rights and remedies provided by the Act, including statutory rights of rescission or damages, will not be available to the Dealer; and
- B. the first trade in the common shares of Mytec issued to a Dealer shall be a distribution, unless such trade is made in accordance with the provisions of subsection 71(5) of the Act and section 18a of the Regulation as if such common shares had been acquired pursuant to one of the exemptions referred to in subsection 71(5) of the Act.

October 26th, 1989.

"J. W. Blain"

"M. A. Taschereau"

2.3.2 HARRISONS & CROSFIELD PLC - SS. 73(1)Headnote

Subsection 73(1) - first trades in Ordinary Shares of U.K. company which is not a reporting issuer in Ontario acquired by employees of Canadian affiliate not subject to section 52 of the Act provided that, inter alia, first trades made in accordance with 71(5) of the Act and 18a of the Regulation or through the facilities of International Stock Exchange (London).

Statutes Cited

Securities Act, R.S.O. 1980, c.466, as am., ss. 52, 71(5), 73(1).

Regulations Cited

Regulation under Securities Act, R.R.O. 1980, Reg. 910, as am., s. 18a.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
HARRISONS & CROSFIELD PLC

RULING
(Subsection 73(1))

UPON the application of Harrisons & Crosfield plc (the "Applicant") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to subsection 73(1) of the Securities Act, R.S.O. 1980, Chapter 466, as amended (the "Act") that the first trades in ordinary shares of the Applicant (the "Ordinary Shares") to be acquired upon the exercise of options granted to selected employees of a Canadian company affiliated with the Applicant (the "Selected Employees") pursuant to the terms of a share option scheme of the Applicant (the "Scheme") are not subject to section 52 of the Act:

AND UPON reading the application and the recommendation of staff of the Commission;

AND UPON the Applicant representing to the Commission that:

1. the Applicant is a public company formed under the laws of England, the Ordinary Shares of which are traded on The International Stock Exchange of the United Kingdom and the Republic of Ireland Limited (the "London Stock Exchange");
2. the Applicant is not and has no present intention to become a reporting issuer under the Act;
3. Harcros Chemicals Canada Inc. ("Harcros Canada"), a corporation incorporated under the laws of Canada, is a subsidiary of the Applicant;
4. pursuant to the terms of the Scheme, the Applicant will grant options (the "Options") to employees of the

Applicant and its affiliates to purchase, in the aggregate, up to ten percent of the total number of Ordinary Shares outstanding during any ten year period;

5. there are approximately 27,000 employees of the Applicant and its subsidiaries and affiliates worldwide of which 300 are employed by Harcros Canada;
6. it is currently anticipated that one Selected Employee of Harcros Canada will receive a grant of Options;
7. the Options to acquire Ordinary Shares being granted to employees of the Applicant and certain of its subsidiaries and affiliates worldwide, including the Selected Employees of Harcros Canada, are not being offered at a preferential price and no commission or other remuneration will be paid or given to others in respect of Ordinary Shares issued in connection with an exercise of Options, except possibly for ministerial or professional services or for services performed by a registered dealer;
8. the Selected Employees of Harcros Canada are not being induced to exercise the Options to purchase Ordinary Shares of the Applicant granted pursuant to the Scheme by expectation of employment or continued employment or further advancement within the Applicant or any of its subsidiaries or affiliates, including Harcros Canada;
9. the total number of Ordinary Shares which may be acquired upon the exercise of Options granted to the Selected Employees of Harcros Canada who are resident in Ontario is not expected to exceed 0.025% of the total number of issued and outstanding Ordinary Shares of the Applicant; and
10. because there is no market for the Ordinary Shares in Ontario and because none is expected to develop, it is intended that any resale of Ordinary Shares acquired upon the exercise of Options granted to Selected Employees in Ontario be effected through the facilities of the London Stock Exchange;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED pursuant to subsection 73(1) of the Act that the first trades in Ordinary Shares of the Applicant acquired upon the exercise of Options granted to the Selected Employees of Harcros Canada pursuant to the Scheme are not subject to section 52 of the Act, subject to the following terms and conditions:

- A. i. the applicant furnishes the Selected Employees of Harcros Canada with a copy of all the rules, terms and conditions relating to the grant and exercise of Options under the Scheme and a copy of this ruling; and
- ii. such first trades are effected through the facilities of the London Stock Exchange in accordance with the rules of that Exchange and all laws applicable thereto; or

- B. such first trades in the Ordinary Shares of the Applicant are made in accordance with subsection 71(5) of the Act and section 18a of the Regulation under the Act.

October 30th, 1989.

"Charles Salter"

"Seymour L. Wigle"

Reasons: Decisions, Orders and Rulings

3.1 REASONS

3.1.1 CROWNBRIDGE INDUSTRIES INC.,
GREGORY MCGROARTY AND
CONSOLIDATED GRANDVIEW INC.,
ET AL. - REASON

996/88

SUPREME COURT OF ONTARIO

COURT OF APPEAL

Zuber, Finlayson and McKinlay JJ.A.

B E T W E E N :

ONTARIO SECURITIES COMMISSION)

Appellant)

- and -)

CROWNBRIDGE INDUSTRIES INC.,)
GREGORY MCGROARTY, GORDON COOPER,)
and ROBERT LePAGE)

Respondents)

- and -)

ATTORNEY GENERAL OF THE PROVINCE)
OF ONTARIO)

Intervenor)

Nigel Campbell and
Linda Fuerst for the
appellant Ontario
Securities Commission

Peter-Paul E. DuVernet
for the respondent
Gregory McGroarty

Heard: October 13,
1989

AND B E T W E E N :

ONTARIO SECURITIES COMMISSION)

Appellant)

- and -)

CONSOLIDATED GRANDVIEW INC.,)
GREGORY MCGROARTY, GORDON COOPER,)
EUGENE McBURNEY, GERALD BAXTER,)
and ROBERT LePAGE)

Respondents)

- and -)

ATTORNEY GENERAL OF THE PROVINCE)
OF ONTARIO)

Intervenor)

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FINLAYSON J.A.:

This appeal by the Ontario Securities Commission ("Commission") is from an order of the Honourable Mr. Justice Southey sitting as a judge in Weekly Court in which he dismissed the appellant's applications for orders in the nature of certiorari and prohibition. We were advised by counsel for the appellant that the Attorney General of the Province of Ontario and the respondents, other than McGroarty, did not propose to be represented on the appeal.

We are concerned with the compellability of the production of documents by a witness in a proceeding commenced by an information sworn against the respondent McGroarty and others under Part III of the Provincial Offences Act, R.S.O. 1980, c.400 alleging various violations of the Securities Act, R.S.O. 1980, c.466, as amended. The matter proceeded to trial before His Honour Judge Silverman in Provincial Court. A preliminary issue arose as to whether or not the prosecution was timely having regard to the provisions of s-s.125(1) of the Securities Act, which reads as follows:

125.(1) No proceedings under this Part shall be commenced in a court more than one year after the facts upon which the

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proceedings are based first came to the knowledge of the Commission.

The prosecution had relied upon a certificate pursuant to s-s.136(d) of the Securities Act sworn by Joseph Groia, then acting Deputy Director of Enforcement for the Commission, stating that the facts upon which these proceedings were based did not come to the knowledge of the appellant prior to March 30, 1987. Subsection 136(d) of the Securities Act provides:

136. A statement as to,

. . .

(d) the date the facts upon which any proceedings are to be based first came to the knowledge of the Commission,

purporting to be certified by the Commission or a member thereof or by the Director is, without proof of the office or signature of the person certifying, admissible in evidence, so far as relevant, for all purposes in any action, proceeding or prosecution.

The certificate was not satisfactory to the defence, and the prosecutor elected to call certain witnesses, including Groia, to establish a factual basis for establishing compliance with the limitation period.

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During cross-examination, Groia was asked to produce three boxes of documents which he testified he had reviewed in order to satisfy himself that the facts in support of the charges did not come to the knowledge of the appellant prior to March 30, 1987. He refused to produce the documents and a voir dire was conducted to determine whether he should be compelled to produce them. Groia gave as his reasons for declining further production that:

- (1) he had produced all documents in the possession of the Commission bearing upon the limitation period issue;
- (2) some of the documents demanded were obtained pursuant to s.11 of the Securities Act after March 25, 1987, and could not be disclosed without an order of the appellant Commission pursuant to s.14 of the Act; and,
- (3) some of the documents demanded were protected by solicitor-client privilege.

Section 14 of the Securities Act reads as follows:

14. No person, without the consent of the Commission, shall disclose, except to his counsel, any information or evidence obtained or the name of any witness examined or sought to be examined under section 11 or 13.

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After argument, Silverman Prov.J. ruled as follows:

Therefore, I am prepared to rule either that there be production of these documents, subject to any claims of privilege, etcetera under the ordinary Rules of Evidence, or if that does not satisfy Defence Counsel and/or the Prosecution to issue a subpoena pursuant to Section 40 of The Provincial Offences Act for the production of these documents.

In ordinary circumstances, I would have no hesitation in agreeing with counsel for the appellant that s.14 is essential to the integrity of the investigative process of the Commission. The Commission is given far reaching powers under Part VI of the Securities Act, including the power under s.11 to appoint any person to make such investigation as it considers expedient into any matter relating to trading in securities. That person has the same power as is vested in the Supreme Court when trying civil actions to issue summons and enforce the attendance of witnesses, to compel them to give evidence on oath or otherwise, and to cause them to produce documents, records and "things". Property and documents can be seized and inspected, and accountants may be appointed to examine them. A full and complete report of the investigation by the

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person appointed is to be made to the Commission and is to include any transcript of evidence and materials in his possession relating to the investigation. The Commission, in turn, may report to the Minister of Consumer and Commercial Relations where it appears to it that there have been contraventions of the Securities Act, its regulations, or the Criminal Code.

It seems self-evident that, as part of the balancing of the public interest and this highly intrusive inquiry into a private citizen's business affairs, those persons subject to investigation should at the least be protected from public disclosure of their involvement in the inquiry where no wrongdoing on their part is disclosed.

It was held in R. v. Smith, [1963] 1 O.R. 249 (Ont. C.A.) that the predecessor of this section protected such information in a criminal prosecution. In giving the judgment of the court, McLennan J.A. stated at p.271:

It appears from the transcript that counsel for the Crown not only did not have the consent of the Commission to furnish the appellants or their counsel with the evidence requested, but consent had been expressly denied. The learned trial Judge decided he could not order counsel for the Crown to produce what he had been in effect ordered by competent authority not to produce. The learned

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trial Judge properly exercised his discretion in refusing the application. The cases referred to by counsel for the appellants are not applicable to this case because all of them deal with situations where the statements were obtained by the police or the Crown. The Crown was a party to those proceedings and in this case the Securities Commission is not before the Court as a party or otherwise.

I agree with counsel for the appellant that here, as in Smith, the Commission is not a party to the proceedings in Provincial Court, even though the prosecution was authorized by the staff of the Commission. The prosecution was instituted in the normal manner by an information sworn by a member of the Commission's staff under the Provincial Offences Act. The conduct of the case is now under the aegis of the Provincial Court and its rules govern the proceedings.

What makes the situation unique, however, is the nature of the limitation period, which appears to be more for the protection of the Commission than the accused. By stating that the limitation is not to commence running until one year after the facts upon which the proceedings are based "first came to the knowledge of the Commission", the Legislature has made the knowledge of the Commission and its

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staff material to an issue in the proceedings, namely the timeliness of the initiation of the prosecution.

Counsel for the appellant submitted that the appropriate procedure was an application to the Commission for permission to release the documents in question. This is of no assistance to counsel for the respondent who does not know what the documents are and cannot make any intelligent representation with respect to their release until he sees them. More importantly, once the Commission, through its staff, has elected to invoke the criminal process, albeit at the Provincial Offences Act level, the accused is entitled to insist that the matter be disposed of there and he need not become involved in collateral applications to other tribunals.

Having determined that the forum for resolving the issue as to what documents are to be produced is the Provincial Court, I must now consider what powers the provincial judge has. There was considerable discussion on appeal as to just what was meant by the order that was made by Silverman Prov.J. I agree with counsel for the appellant that if it was an order to produce to counsel for the accused all of the disputed documents, the trial judge was acting beyond his jurisdiction. However, my own view is

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that he was simply suggesting to counsel for the parties that they should attempt to work the problem out as between themselves, and, failing an agreement, that he was prepared to issue a subpoena under s.40 of the Provincial Offences Act. Section 40 reads as follows:

40.(1) Where a justice is satisfied that a person is able to give material evidence in a proceeding under this Act, the justice may issue a subpoena requiring the person to attend to give evidence and bring with him any writings or things referred to in the subpoena.

(2) A subpoena shall be served and the service shall be proved in the same manner as a summons under section 27.

(3) A person who is served with a subpoena shall attend at the time and place stated in the subpoena to give evidence and, if required by the subpoena, shall bring with him any writing or other thing that he has in his possession or under his control relating to the subject-matter of the proceedings.

(4) A person who is served with a subpoena shall remain in attendance during the hearing and the hearing as resumed after adjournment from time to time unless he is excused from attendance by the presiding justice.

Counsel for the respondent submitted that this section was a formality and unnecessary where the witness was already in the stand. If the trial judge were to

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exercise his subpoena powers to compel the witness to bring the documents to the courtroom, he would then instruct him to hand all of them over to counsel for the accused for his inspection. This could as readily be done outside the courtroom.

This submission displays a lack of understanding of the function of a subpoena. A witness may often respond to a subpoena in an informal way by supplying the originals, or more often copies, of the relevant documents to counsel who was responsible for the issuance of the subpoena, but this does not alter the essential legal process that has been invoked. The subpoena is a document emanating from the court requiring the described documents to be brought to the court. Where the witness objects to compliance with the subpoena, such objection must be made to the court that authorized its issuance. The court must rule as to the validity of the objections, and where effect is not given to them, the documents are to be deposited with the court under such conditions as to confidentiality or reproduction as the court deems proper. The relaxation of modern practice is described in Wigmore on Evidence, McNaughton Revision (1961), vol.8, para.2199, p.122:

The official source of the subpoena is the court itself, the power to compel an

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answer being a part of the judicial power. But modern demands for convenience and informality have resulted in the issuance of the subpoena, by practice in many states, from the clerk of court alone, or even by the party himself. The name of the court thereon is a mere form in such cases. Ultimately, this goes back to the modern custom of granting the subpoena without any conditions imposed and without any showing of necessity, so that the court's discretion is not invoked and thus the judge's intervention would be needless.

However, in some states and courts, and in some classes of cases, the judge must still perform the judicial act of issuing the subpoena only upon application and a showing of cause by the party. But this feature has left its mark, for the most part, only in statutory rules denying reimbursement of costs for witness fees where such sanction has not been obtained.

Quite clearly, where a witness takes issue with supplying documents called for in a subpoena, he is entitled to a ruling from the court as to their materiality and, where applicable, the validity of any claims of privilege or confidentiality.

The grounds stated by the witness for refusing to produce the documents in the case on appeal are not individually unique. They arise in many proceedings, civil and criminal, and it is the duty of the trial judge to determine if there is a basis upon which the objections can

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be sustained. Insofar as the assertion is made that all material documents have been produced, save for claims of confidentiality and solicitor-client privilege, it is a ludicrous notion that defence counsel has the right to go through every file that the Commission has with respect to the investigation of any of the named respondents to satisfy himself that the witness has not overlooked something. Where the witness has testified under oath that a number of the documents that he examined do not bear on the limitation period, I think a prima facie case has been made out that they are not material. The obligation of any person responding to a subpoena duces tecum or a notice to produce is to bring forward any documents that are relevant. His sworn statement of compliance would normally end the enquiry unless, as here, the trial judge is of a view that the witness may have additional documents in his possession or under his control which are material to the proceeding.

As to the claim of solicitor and client privilege, investigations as to the validity of this privilege are made by trial judges in many proceedings.

Silverman, Prov.J. will be obliged to examine the documents in question, hear the representations of counsel

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for the appellant as to why it is said the privilege exists, and make a ruling as to both privilege and materiality.

The claim of confidentiality is raised with respect to what are referred to as s.11 documents. These were obtained by resort to the investigative process which I have capsulized above. I do not agree that the consent of the Commission is required before these can be examined for limitation period purposes. A trial judge is not obliged to delegate his function as to any portion of a trial to another body over which he has no control. Once again, he will have to look at these documents and determine if there is any portion of them that bears on the limitation period. He would then have to draw to the attention of counsel for the appellant those portions which he feels bear on that issue and hear submissions with respect to them. If counsel persists in arguing that they have no application, it may be necessary for portions of these documents, even edited portions, to be disclosed to counsel for the respondent so that his submissions can be made as well. Once again, this is not unusual. For example, the court, in opening sealed packets containing the material upon which wiretap authorizations are made, is required to deal with confidential material, the disclosure of which could have very serious consequences to informants. Procedures have

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been developed for the purpose of ensuring confidentiality (see R. v. Garafoli et al. (1988), 41 C.C.C. (3d) 97 (Ont.C.A.) at pp.110-112).

Putting my construction on the ruling made by Silverman Prov.J., I agree with the disposition made by Southey J.. There is a cross-appeal by the respondent asking for costs before Southey J.. Very little was said on this subject by either counsel, and I do not think it is necessary for me to make a determination as to whether costs are awardable. Having regard to the novelty of the matters involved in the application, I would not be disposed to award costs, here or below, in any event. I would simply dismiss the appeal.

W. B. Milayov J.A.

Robert J. H. Jones J.A.
I agree H. J. H. Jones J.A.

996/88

SUPREME COURT OF ONTARIO
COURT OF APPEAL
Zuber, Finlayson and McKinlay JJ.A.

B E T W E E N :

ONTARIO SECURITIES COMMISSION
- and - Appellant

CROWNBRIDGE INDUSTRIES INC., GREGORY
McGROARTY, GORDON COOPER, and ROBERT LePAGE
- and - Respondents

ATTORNEY GENERAL OF THE PROVINCE OF ONTARIO
Intervenor

AND B E T W E E N :

ONTARIO SECURITIES COMMISSION
- and - Appellant

CONSOLIDATED GRANDVIEW INC., GREGORY
McGROARTY, GORDON COOPER, EUGENE McBURNEY,
GERALD BAXTER, and ROBERT LePAGE
- and - Respondents

ATTORNEY GENERAL OF THE PROVINCE OF ONTARIO
Intervenor

J U D G M E N T

RELEASED:

Oct 31/87

[Signature] J.A.

Chapter 4

Cease Trading Orders

4.1 TEMPORARY CEASE TRADING ORDERS

<u>Company Name</u>	<u>Date of Temporary Order</u>	<u>Date of Hearing</u>	<u>Date of Extending Order</u>	<u>Date of Rescinding Order</u>
ANCOM ATM INTERNATIONAL INC.	27/SEP/89	11/OCT/89	---	---
GOLDEN SHIELD RESOURCES LTD.	27/SEP/89	11/OCT/89	---	---
TYPHON RESOURCES CORPORATION	27/SEP/89	11/OCT/89	---	---

4.2 EXTENDING ORDERS

<u>Company Name</u>	<u>Date of Temporary Order</u>	<u>Date of Hearing</u>	<u>Date of Extending Order</u>	<u>Date of Rescinding Order</u>
MASONIC TEMPLE CORPORATION LIMITED	13/OCT/89	---	27/OCT/89	---
NFM CANADIAN EQUITY FUND	13/OCT/89	---	27/OCT/89	---
NFM INTERNATIONAL MONEY MARKET AND INCOME FUND	13/OCT/89	---	27/OCT/89	---
NFM U.S. EQUITY FUND	13/OCT/89	---	27/OCT/89	---
NICKELDALE RESOURCES INC.	13/OCT/89	---	27/OCT/89	---
PRIVATIZATION INVESTMENT FUND	13/OCT/89	---	27/OCT/89	---

4.3 RESCINDING ORDERS

<u>Company Name</u>	<u>Date of Temporary Order</u>	<u>Date of Hearing</u>	<u>Date of Extending Order</u>	<u>Date of Rescinding Order</u>
DEERFOOT RESOURCES INC.	07/JUL/88	---	---	27/SEP/89
SCOTIA PRIME MINERALS, INCORPORATED	20/SEP/89	---	---	27/SEP/89

Chapter 5

Policies

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

Requests for Comments

6.1 PRINCIPLES OF REGULATION RE: ACTIVITIES OF REGISTRANTS RELATED TO FINANCIAL INSTITUTIONS - REQUEST FOR COMMENTS

PRINCIPLES OF REGULATION RE: ACTIVITIES OF REGISTRANTS RELATED TO FINANCIAL INSTITUTIONS - REQUEST FOR COMMENTS

The Canadian Securities Administrators are releasing for comment draft Principles of Regulation Re: Activities of Registrants Related to Financial Institutions (the "Draft Principles of Regulation") which address several regulatory concerns arising from a relationship between a registrant and a financial institution. The Draft Principles of Regulation deal with selling arrangements between registrants and their related financial institutions, transfer of confidential client information from registrants to their related financial institutions and settling of securities transactions through clients' accounts at related financial institutions. The Draft Principles of Regulation also establish a national clearing system for review of networking notices and other notices required by the Draft Principles of Regulation and by the Principles of Regulation published in November, 1988 relating to distribution of mutual funds by financial institutions and full service and discount brokerage activities of dealers in branches of related financial institutions.

Comments on the Draft Principles of Regulation should be submitted by November 30, 1989 to the Secretary of the Commission for consideration by the Canadian Securities Administrators, as follows:

The Secretary
Ontario Securities Commission
20 Queen Street West
18th Floor
Toronto, Ontario
M5H 3S8

PRINCIPLES OF REGULATION

Re: Activities of Registrants Related to Financial Institutions

PREAMBLE

As a result of legislation enacted by several provinces and the federal government, a number of financial institutions ("FIs") have, in the past two years, invested in existing securities dealers or incorporated subsidiary securities dealers or advisers ("FI related registrants").

The Canadian Securities Administrators ("CSA") have regulatory concerns about some situations which may arise because of the relationship between FI related registrants and their related FIs. The CSA Capital Markets Subcommittee (consisting of representatives from the Securities Commissions of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec and Nova Scotia) has considered those concerns and worked toward developing appropriate responses which are as uniform as possible. Members of the subcommittee also discussed the issues with representatives of several FIs and FI related registrants, self-regulatory organizations ("SROs"), The Canadian Bankers' Association, The Trust Companies Association of Canada, the Canadian Life and Health Insurance Association Inc., the Canadian Co-Operative Credit Society, provincial FI regulators and the Office of the Superintendent of Financial Institutions. The subcommittee has reported to the CSA as a whole, which approved the Principles of Regulation developed by the subcommittee.

The Principles of Regulation outline those areas where a consensus has been reached on the subject issues by the Securities Commissions of all the provinces and territories (the "Commissions"), unless otherwise indicated. The principles outlined will be implemented by the Securities Commission of each province and territory by such means as might be appropriate.

For the purposes of the Principles of Regulation, a FI means a bank, trust company, loan company, insurance company, treasury branch, credit union or caisse populaire. In the case of Manitoba, the Principles of Regulation will only apply to registrants related to banks and trust companies, pending development of a policy in Manitoba regarding registrants related to other FIs.

For the purposes of the Principles of Regulation, a registrant is related to a FI if it is a subsidiary or affiliate of the FI or if the FI is otherwise a "related party" of the registrant. The FI will be a "related party" of the registrant if:

- a. the FI influences the registrant;
- b. the FI is influenced by the registrant;
- c. both the FI and the registrant influence the same third person; or
- d. both the FI and the registrant are influenced by the same third person.

For the purposes of the definition of "related party", influence means, in respect of a person or company, having the power, directly or indirectly, to exercise a controlling influence over the management and policies of the person or company, other than an individual, or the activities of an individual, whether alone or in combination with one or more other persons or companies and whether through the beneficial ownership of voting securities, through one or more other persons or companies or otherwise.

FI related registrants will be subject to fiduciary and other duties in dealings with their clients. Also, FI related registrants will be registered under the Securities Acts in the provinces or territories in which they operate and will be subject to relevant securities legislation and National, Uniform and Local Policies. In some cases FI related registrants will be members of an SRO and subject to SRO rules. The securities legislation and SRO rules address certain kinds of self-dealing and conflicts of interest which might arise as a result of the relationship between a FI related registrant and its related FI. The Principles of Regulation set out rules which are necessary in the circumstances, largely for greater certainty, and are not intended to lessen a FI related registrant's obligations under securities legislation or otherwise.

In the course of the subcommittee's deliberations it became apparent that no clear answers exist to some of the regulatory concerns arising from arrangements between FI related registrants and their related FIs which are dealt with in these Principles of Regulation. Accordingly, in areas of uncertainty, the CSA has adopted a generally cautious approach, with a view to revisiting these issues in the future after the public, FIs, FI related registrants and regulators have had more experience regarding these issues. While any particular issue could be reviewed in a shorter time frame, the CSA is of the view that the Principles of Regulation should be reviewed in no later than three years time to assess whether they adequately serve legitimate regulatory and business concerns.

The CSA has addressed the regulatory concerns which arise out of the relationship between FI related registrants and their related FIs solely from the perspective of securities regulators. These Principles of Regulation only apply to activities within the jurisdiction of securities regulators. Federal and provincial regulators of FIs may impose additional requirements on FIs which are related to securities registrants.

PRINCIPLES OF REGULATION

1. Selling Arrangements

For the purposes of these Principles of Regulation, a selling arrangement is an arrangement between a FI related registrant and its related FI under which the registrant induces clients or requires clients as a condition of dealing with the registrant to deal with or purchase products or services from the related FI.

The CSA has a concern that in some cases a selling arrangement between a FI related registrant and its related FI may be contrary to the interests of investors. A selling arrangement between a FI related registrant and its related FI will constitute a networking arrangement pursuant to the Regulations under the Securities Acts (the "Regulations") of Nova Scotia, Quebec, Ontario and British Columbia with respect to which the registrant must give prior written notice to the Commission in each of those provinces in which the registrant intends to operate under the arrangement. Similarly, a selling arrangement will constitute a networking arrangement under Policy 7.1 in Alberta with respect to which the FI related registrant must make disclosure to its clients if the registrant intends to operate under the arrangement in Alberta. The Securities Commissions of Newfoundland, New Brunswick, Prince Edward Island, Manitoba, Saskatchewan, the Yukon and the Northwest Territories will also require that a FI related registrant that intends to operate under a selling arrangement with its related FI must give 30 days prior written notice to the Commission in each of those provinces or territories in which the registrant intends to operate under the arrangement and each such Commission will review the selling arrangement to determine whether to object to it. This section of the Principles of Regulation is intended to provide some guidance on the approach the Commissions will take toward selling arrangements.

The Commissions expect that in responding to the required notices of networking arrangements they will distinguish between selling arrangements which involve inducements and those which impose conditions on clients. The Commissions recognize that a selling arrangement may involve an element of inducement and an element of a condition and accordingly, the Commissions in reviewing the arrangement will look at the substance of the arrangement and how it will operate in practice.

Generally, the Commissions do not expect that they will object to an arrangement in which clients of a FI related registrant are offered inducements to deal with or purchase products or services from the related FI. An example would be where a FI related registrant and its related FI agree that if a client purchases securities from the registrant he will be offered reduced rate financing from the related FI.

The CSA is concerned about the type of selling arrangement in which a FI related registrant makes it a condition that a client who wishes to trade a security or purchase a product or service from the registrant must acquire another product or service from its related FI. This is of particular concern in circumstances where competitive products and services are not readily available to the public from other sources or where an investor's freedom of choice is unduly inhibited. An example might be where a client wishes to purchase a particular security in a distribution from a FI related registrant who is

the sole underwriter of the security, but as a condition of dealing with the registrant the client must have an account with its related FI. The Commissions will not necessarily object to all selling arrangements in which FI related registrants impose requirements on clients to deal with their related FIs as some such arrangements may not be contrary to the public interest. However, in Quebec, the Commission will object to all selling arrangements in which FI related registrants impose obligations on clients to buy products from their related FIs.

In addressing selling arrangements between FI related registrants and their related FIs, the Commissions will consider similar issues to those they would consider in respect of other networking arrangements. In most cases where the Commissions do not object to a selling arrangement, they will require that the FI related registrant disclose the particulars of the arrangement to clients who are purchasing a product or service under the arrangement, including the relationship between the parties to the arrangement and the benefits which will accrue to each party.

Registrants should be reminded that some selling arrangements may also be subject to review under the Competition Act (Canada).

2. Transfer of Confidential Client Information

For the purposes of these Principles of Regulation, confidential client information includes all facts relating to a client, and any analysis or opinions based thereon, that the FI related registrant is aware of because of its relationship with the client. This includes, among other things, the client's name, address, phone number, income, assets, debts, investment objectives and financing plans.

The CSA has a concern that FI related registrants and their related FIs may enter into arrangements under which confidential client information is passed from registrants to their related FIs in circumstances and for purposes that may be contrary to the interests of investors. In some cases the arrangement will constitute a networking arrangement pursuant to the Regulations of Nova Scotia, Quebec, Ontario and British Columbia with respect to which the FI related registrant must give prior written notice to the Commission in each of those provinces in which the registrant intends to operate under the arrangement. Similarly, such an arrangement may constitute a networking arrangement under Policy 7.1 in Alberta with respect to which the FI related registrant must make disclosure to its clients if the registrant intends to operate under the arrangement in Alberta. Irrespective of whether the arrangement constitutes a networking arrangement, this section of the Principles of Regulation sets out the procedure the Commissions expect a FI related registrant to follow prior to transferring confidential client information to its related FI.

Subject to the following two paragraphs, the Commissions will require that, if a FI related registrant intends to disclose confidential client information to its related FI, the registrant must first obtain the client's informed written consent to do so. The consent form must either be a separate document or, in appropriate cases, the consent form may be part of the disclosure document required by section 3 of the Principles of Regulation re: Full Service and Discount Brokerage Activities of Securities Dealers in Branches of Related FIs. In ob-

taining the consent, the FI related registrant should ensure that the client is aware of:

- a. the fact that the registrant will pass confidential client information to its related FI;
- b. the relationship between the registrant and its related FI;
- c. the nature of the information that will be passed to the related FI;
- d. the use which will be made of the information by the related FI, including whether the related FI will pass the information on to others; and
- e. the effect, if any, that a revocation of consent in the future may have on the client's ability to continue to deal with the registrant.

The Commissions will make an exception from the rule outlined in the preceding paragraph where a FI related registrant is only selling in branches of its related FI securities of a mutual fund sponsored by its related FI or by a corporation controlled by or affiliated with its related FI ("its related FI sponsored mutual funds"). In such a situation, where the FI related registrant wishes to transfer confidential client information relating to an existing client, it can either obtain the client's informed written consent to do so in accordance with the preceding paragraph or, where the registrant believes that it would be unduly difficult to obtain such written consent, it must give the client at least 60 days prior written notice of the intention to pass confidential client information to its related FI and give the client the opportunity to object within that time period. In giving the client such notice, the FI related registrant should ensure that the client is aware of the matters referred to in (a) to (e) of the preceding paragraph as well as the effect that the client's non-objection within the relevant time period will have. Where a FI related registrant is selling its related FI sponsored mutual funds in branches of its related FI and wishes to transfer confidential client information to its related FI, the registrant must obtain the informed written consent to do so in accordance with the preceding paragraph from all new clients.

In situations where a FI related registrant proposes to transfer confidential client information to its related FI for purely administrative or record keeping purposes as agent for the registrant and such information will not be used by the related FI for any other purpose, the Commissions will not require that the FI related registrant obtain client consent to do so. For example, where under the Principles of Regulation Re: Distribution of Mutual Funds (November 4, 1988) a related FI is maintaining the books and records on behalf of its FI related registrant, information may be transferred for that purpose from the FI related registrant to its related FI without the clients' consent.

Subject to the exception referred to in this paragraph, a FI related registrant must not make it a condition of a client dealing with the registrant that the client initially consent to the registrant transferring confidential client information to its related FI. A FI related registrant that is selling securities in a branch of its related FI and that employs persons who are also employees of the related FI may impose such a condition on clients who deal with the registrant at that branch. The CSA is of the view that this exception is necessary in light of the dual employment situation where it is not possible to stop

the flow of information from the FI related registrant to its related FI.

When confidential client information is being held by the FI related registrant in a central computer or other system to which its related FI might have access, safeguards should be put in place to prevent access by the related FI where the required client consent to transfer information to the related FI has not been obtained.

By these Principles of Regulation the CSA is not altering in any way the law which would otherwise apply to the transfer of insider information between a FI related registrant and its related FI as set out in the Securities Acts, Regulations and policies of the provinces and territories. Insider information would include information about an issuer that has not been generally disclosed which, if it were so disclosed, would affect or be reasonably expected to have a significant effect on the market price or value of securities of the issuer.

3. Settling Securities Transactions Through Client's Account at Related FI

The CSA has a concern that in some cases an arrangement that a FI related registrant may enter into with its related FI and clients under which the registrant may debit client accounts at its related FI to settle securities transactions may be contrary to the interests of investors. In some cases the arrangement will constitute a networking arrangement pursuant to the Regulations of Nova Scotia, Quebec, Ontario and British Columbia with respect to which the FI related registrant must give prior written notice to the Commission in each of those provinces in which the registrant intends to operate under the arrangement. Similarly, such an arrangement may constitute a networking arrangement under Policy 7.1 in Alberta with respect to which the FI related registrant must make disclosure to its clients if the registrant intends to operate under the arrangement in Alberta. Irrespective of whether the arrangement constitutes a networking arrangement, this section of the Principles of Regulation sets out the procedure the Commissions expect a FI related registrant to follow prior to debiting a client's account at its related FI.

If a FI related registrant wishes to settle securities transactions through a client's account at a related FI, the registrant must first obtain the client's informed written authorization to do so. Such prior informed written authorization may be obtained either at the time the client opens a securities account with the FI related registrant or subsequently, provided that:

- a. the client lists the specific account or accounts at the related FI to which the authorization relates;
- b. the FI related registrant ensures that the client is aware of the fact that he is authorizing the registrant to debit certain of his accounts at the related FI to settle securities transactions and the effect of such authorization; and
- c. the FI related registrant does not make it a condition of the client having a securities account with the registrant that the client give authorization to debit more than one of his accounts at the related FI to settle securities transactions.

A FI related registrant that settles clients' securities transactions through client accounts at its related FI must continue to comply with all relevant legislation and SRO By-laws, Regulations and Rules regarding cash accounts and margin accounts.

4. National Clearing System for Notices of Networking Arrangements and for Other Matters Arising from Principles of Regulation

Under the Regulations of Nova Scotia, Quebec, Ontario and British Columbia, a registrant that intends to enter into a networking arrangement with a FI must give prior written notice to the Commission in each of the provinces in which it intends to operate under the networking arrangement and each such Commission will consider whether or not to object to the arrangement. Under these Principles of Regulation as well as under the Principles of Regulation Re: Distribution of Mutual Funds by Financial Institutions and the Principles of Regulation Re: Full Service and Discount Brokerage Activities of Securities Dealers in Branches of Related Financial Institutions, a FI related registrant that intends to carry on specified activities in specified ways must notify the Securities Commission in each jurisdiction in which the registrant proposes to carry on the activities and such Securities Commission will consider whether the activity should be permitted.

In order to facilitate the clearing in more than one Canadian jurisdiction of notices of networking arrangements and other matters arising from the Principles of Regulation and to provide for more uniformity in approach to such notices, the CSA has agreed upon a procedure which may be followed by a registrant wishing to obtain the non-objection or permission, as the case may be, from the Commissions in more than one jurisdiction.

The procedure is as follows:

- a. The registrant shall file a written notice of networking arrangement or notice of a proposed activity ("Notice") contemporaneously with the Commission in each jurisdiction in which it proposes to operate under the networking arrangement or carry on the subject activity, where such jurisdiction requires the filing of a Notice.
- b. The registrant shall select the principal jurisdiction and shall indicate in the Notice which jurisdiction will be the principal jurisdiction and in which other jurisdictions the networking arrangement or other activity will be carried on (the "other jurisdictions"). It is intended that the principal jurisdiction will be either the one in which the registrant has its principal place of business or the main one in which the registrant will carry on the networking arrangement or other activity. A jurisdiction may decline to act as principal jurisdiction.
- c. The principal jurisdiction will review the Notice and will use its best efforts to provide its comments on the Notice to the other jurisdictions by way of letter, telex, telecopy or telephone within 15 days from receipt of the Notice. If the principal jurisdiction will not be able to provide its comments within the 15 day period it will inform the other jurisdictions of that fact.

- d. The other jurisdictions will review the Notice and will use their best efforts to inform the principal jurisdiction of any additional comments they may have by way of letter, telex, telecopy or telephone within 7 days from the receipt of comments from the principal jurisdiction. If one of the other jurisdictions has no comments on the Notice it will inform the principal jurisdiction of that fact or if one of the other jurisdictions requires more time to consider the Notice it will inform the principal jurisdiction of that fact.
- e. If more information is required from the registrant in order for the Commission to properly assess the Notice, the principal jurisdiction will request such information and the registrant will forward the additional information to the principal jurisdiction and the other jurisdictions.
- f. If the principal jurisdiction and the other jurisdictions all concur on their responses to the Notice, the principal jurisdiction will inform the registrant of that fact by letter and will provide each of the other jurisdictions with a copy of the letter.
- g. If some of the jurisdictions object to the Notice and others do not object, the principal jurisdiction will inform the registrant of that fact by letter, will provide each of the other jurisdictions with a copy of the letter and will advise the registrant to deal directly with the jurisdictions which object in order to resolve the matter with those jurisdictions. The registrant will inform the principal jurisdiction and the other jurisdictions if it intends to make any changes to the networking arrangement or the proposed activity described in the Notice in order to satisfy a jurisdiction which objected to the Notice.

This procedure is for the convenience of registrants. It involves no surrender of jurisdiction by any Commission. Each Commission will retain its discretion in formulating its response to a Notice.

Reference: B.C. - Brenda Benham (604) 660-4886
Alberta - Joan MacBeth (403) 422-1083
Sask. - Barbara Shourounis (306) 787-5842
Manitoba - Tom Tapley (204) 945-2548
Ontario - Jamie Scarlett (416) 593-8211
 Joan Smart (416) 593-3666
Quebec - Pierre Lize (514) 873-5326
N.S. - Nick Pittas (902) 424-7768
N.B. - Donne Smith (506) 658-2504
P.E.I. - Merrill Wigginton (902) 368-4563
Nfld. - George Kennedy (709) 576-3316
Yukon - Malcolm Florence (403) 667-5225
N.W.T. - D. C. McNiven (403) 873-7490

Chapter 7

Insider Trading Reports

Information in this section has been summarized from Insider Reports filed with the Commission.

In the tables on the succeeding pages, the name of the Issuer is followed by a description of the Security, the name of the Insider, and, in the column labelled Rel'n, one or more codes indicating his (or its) relationship to the Issuer.

Codes are used in the column labelled T/O to indicate the Nature of the Transaction and the Nature of the Ownership.

* An asterisk in the Insider column indicates that the data in the Report does not correspond to the data in the Commission computer.

Guide to Codes

Relationship of Insider to Issuer (Rel'n)

- | | | | |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Reporting issuer which has acquired securities issued by itself (or, under the Canada Business Corporation Act, by any of its affiliates) | 4 | Director of a reporting issuer. |
| 2 | Subsidiary of the reporting issuer. | 5 | Senior officer of a reporting issuer. |
| 3 | Security holder who beneficially owns or who exercises control or direction over more than 10% of the securities of the reporting issuer (or, under the Bank Act and in Quebec, 10% of a class of shares) to which are attached voting rights or an unlimited right to a share of the profits and in its assets in case of winding-up. | 6 | Director or senior officer of a security holder referred to in 3 above. |
| | | 7 | Director or senior officer of an affiliate (or, under the Bank Act and in Quebec, a subsidiary) of the reporting issuer, other than in 4, 5, and 6 above. |
| | | 8 | Deemed an insider under the Canada Business Corporations Act or the Bank Act. |

Nature of Transaction (T/O)

- | | | | |
|----|---------------------------------------------------------------------------------|----|--------------------------------------------|
| 00 | Initial report of an insider | 60 | Short sale |
| 10 | Purchase or sale carried out in the market, excluding the exercise of an option | 70 | Exercise of warrants |
| 20 | Purchase or sale carried out privately | 75 | Exercise of rights |
| 22 | Acquisition or disposition pursuant to a take-over bid | 76 | Exercise of options |
| 25 | Change in the nature of ownership | 78 | Conversion or exchange |
| 30 | Acquisition or disposition under a plan | 82 | Capital reorganization |
| 35 | Stock dividend | 84 | Stock split or consolidation |
| 40 | Purchase or sale of a call option | 85 | Redemption - cancellation |
| 45 | Purchase or sale of a put option | 87 | Issuer bid |
| 46 | Expiration of an option | 90 | Compensation for property |
| 50 | Acquisition or disposition by gift | 95 | Compensation for services |
| 55 | Acquisition by inheritance or disposition by bequest | 96 | Grant of options |
| | | 97 | Other (than referred to above) |
| | | 99 | Correction of information (amended report) |

Nature of Ownership (T/O)

- | | |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| None | Securities are beneficially owned directly |
| 1 | The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity. This is also referred to as an indirect interest in the securities. |

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings	
ABBEY EXPLORATION INC.	Johnson, Frank A. Glen Abbey Resources Inc.	ABBEY EXPLORATION INC.	45	30Jan89	97 1	75000			193001	
	Spivak, Sidney Joel		45	30Jan89	97	75000				
			45	29Mar89	10	4000		0.06		
			45	29Mar89	10	5000		0.05	223401	
AGF MANAGEMENT LIMITED	Pettinicchio, Joseph	AGF MANAGEMENT LTD CL B PFD	5	20Oct89	10	2000		7.50	2000	
AIR NIAGARA EXPRESS INC.	Hall, Virginia Francis	AIR NIAGARA EXPRESS INC	4	23Oct89	00					
	Sheridan, John Patrick		3	23Oct89	00				429039	
ALBERTA ENERGY COMPANY LTD.	Craig, Kenneth Allan	ALBERTA ENERGY CO	7	13Oct89	76	750		10.88		
			7	13Oct89	76	250		15.00		
			7	17Oct89	10		1000	22.50	500	
	National Trust Co.		7	13Oct89	00 1				757	
			McFadyen, Hector J.	5	12Sep89	76		2000	20.125	
				5	13Sep89	76		1100	20.375	
	5			16Sep89	76		900	20.125		
	5			20Sep89	76		1000	20.375		
	5			21Sep89	76		100	20.375		
	5			26Sep89	76		900	20.375		
	5			27Sep89	76		1000	20.50		
	5			29Sep89	76		1000	20.625		
	5			2Oct89	76		2000	20.75	641	
	5			12Sep89	00 1				212	
	Children Savings Plan Wife		5	12Sep89	00 1				4496	
			5	12Sep89	00 1				1167	
ALEXANDER & ALEXANDER SERVICES INC.		Roessler, Ronald J.	ALEXANDER & ALEXANDER SVCS INC	5	4Oct89	76	145		21.375	
	5			4Oct89	76	366		19.50		
	5			4Oct89	76	245		17.75	2056	
	Wieczynski, Frank R.	5		9Oct89	76	121		31.13	17959	
ALGOMA CENTRAL RAILWAY	Black, Stanley A.	ALGOMA CENTRAL RAILWAY	5	16Oct89	10	2000		17.50	2056	
ALTERIO RESOURCES LIMITED	Braund, Ritchie F.	ALTERIO RESOURCES LIMITED	45	12Oct89	00				50000	
	RRSP	45	12Oct89	10 1	21000		0.30	40000		
ALTEX RESOURCES LTD	Hurlock, James B.	ALTEX RES LTD	4	29Sep89	00	1000		3.40	78064	
AMERICAN EXPRESS COMPANY	Beller, Gary A.	AMERICAN EXPRESS COMPANY	5	17Oct89	78		9156	36.625 US	70877	
ANGLO CANADIAN MINING CORPORATION	Kemeny, Robert Letay	ANGLO CDN MNG CORP	6	18Sep89	00				413601	
	Atlantic Investments Inc.	6	18Sep89	10 1		5000	0.20	189500		
ARBOR CAPITAL INC.	Scanlan, Daniel James Scanfield Holdings and Danjay Holdings Limited	ARBOR CAPITAL RES INC CL B	453	20Oct89	10 1		5000	8.50		
			453	23Oct89	10 1		400	8.50		
			453	25Oct89	10 1		200	8.50		
			453	25Oct89	10 1		2500	8.50	1195881	
ATLANTIC RICHFIELD COMPANY	Wendt, Henry	ATLANTIC RICHFIELD CO	4	3Oct89	10	31		104.625		
			4	13Oct89	10	40		104.00	1195	
AUR RESOURCES INC	Kennedy, William John Albert	AUR RES INC	4	31Aug89	76	5000		8.50		
			4	23Oct89	10		5000	12.375	12000	
BALOIL RESOURCES LTD	Balasch, Albert F. Baloil Petroleum Ltd. Kaaja Resources Ltd. Tanner Artic Oil Ltd.	BALOIL RESOURCES LTD	3	24Oct89	00				234167	
			3	24Oct89	10 1		850000	0.11	1978837	
			3	24Oct89	00 1				138760	
			3	24Oct89	00 1				3666667	
	Niedermaier, John		4	20Oct89	00				500	
BAND-ORE GOLD MINES LIMITED	Pringle, Harold N.	BAND-ORE GOLD MINES LTD	45	26Oct89	95	117739		0.04	308488	
BANK OF MONTREAL	Dorricott, Keith O. Indirect Holdings	BANK OF MONTREAL	5	2Sep89	30 1	2		31.855	253	
			7	31Oct89	99				5000	
	McIntosh, Donald Alexander	BANK OF MONTREAL CL A PFD SR 2	7	31Oct89	99				2500	
		BANK OF MONTREAL CL A PFD SR 3	7	31Oct89	99				1000	
	Ward, Pamela Mary Employee Share Ownership Plan	BANK OF MONTREAL	7	1Sep89	00 1				1637	

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
BARRON HUNTER HARGRAVE STRATEGIC RESOURCES INC.	Hargrave, Stephen	BARRON HUNTER HARGRAVE	458	20Sep89	10		35000	0.05	
			458	25Sep89	10		10000	0.05	
			458	25Sep89	10		61000	0.041	
			458	26Sep89	10		40000	0.04	
			458	27Sep89	10		29000	0.05	
			458	30Oct89	10		20000	0.04	
			458	40Oct89	10		25000	0.04	250700
BATTLE MOUNTAIN GOLD COMPANY	Schweitzer, Frank Weaver	BATTLE MOUNTAIN GOLD CO CL A	5	19Oct89	10		11065	15.00	2897
BCE MOBILE COMMUNICATIONS INC.	Samnecki, Joseph P.	BCE MOBILE COMMUNICATIONS INC.	7	26Oct89	76	772		11.00	772
BEKEEN COMPUTER CORP.	Kondrat, Arnold T.	BEEKEEN COMPUTER CORP OPTION	4	6Oct89	99				348802
		BEKEEN COMPUTER CORP CLASS A	4	Jan89	10		31000		
			4	20Oct89	50		14000		58802
			4	11Oct89	10 1		20000	3.05	
			4	19Oct89	10 1		5000	3.35	40270
BETHLEHEM RESOURCES CORPORATION	Cowley, Claudia	BETHLEHEM RESOURCES	5	30Aug89	10		500	1.20	26164
BOMBARDIER INC	Ambrico, Vincent	BOMBARDIER INC CL B	7	26Sep89	10		300	17.125	
			7	27Sep89	10		700	16.625	0
	Larose, Paul H.		5	6Sep89	76	10000		4.965	
			5	7Sep89	10		2000	16.75	
			5	13Sep89	10		2800	16.50	
			5	14Sep89	10		7200	16.625	500
	Leboeuf, Robert		5	11Aug89	76	6000		4.965	
			5	8Sep89	10		300	17.00	
	Dominique Leboeuf Stephanie Leboeuf		5	8Sep89	10		1200	16.75	5000
			5	31Aug89	25 1				200
			5	31Aug89	25 1				200
BRANDEVOR ENTERPRISES LTD.	Green, Donald Russell	BRANDEVOR ENTERPRISES LTD.	45	16Jan89	99		175000		260092
	Imeson, Robert MacKay		345	16Jan89	99				1466616
BROWNING COMMUNICATIONS INC.	Baker, Gordon R.	BROWNING COMMS INC	48	15Jun89	00				180000
			48	15Jun89	78 1	64000		0.13	
			48	15Jun89	70 1	64000		0.21	
			48	15Jun89	70 1	64000		0.26	192000
			48	15Jun89	00 1				60000
	In Trust Weir & Foulds		48	15Jun89	00 1				94230
			4	20Oct89	10	10000		0.35	
	Martin, Thomas A.		4	4Oct89	10	4000		0.35	
			4	23Oct89	10	1500		0.35	
			4	24Oct89	10	4500		0.35	20000
CAMPBELL SOUP COMPANY LTD	Barkla, Peter M.	CAMPBELL SOUP CO LTD	5	1Apr89	30	71			169
	Clark, C. David		45	1Apr89	30	215			710
	Galloway, Robert J.		5	1Apr89	30	71			1169
	MacGregor, Robert D.		5	1Apr89	30	41			41
CAMPEAU CORPORATION	Olympia & York Developments Limited	CAMPEAU CORP WT	3	19Sep89	10	15625000		0.009	15625000
CANADA MALTING CO. LIMITED	Potter, Keith	CANADA MALTING LTD	7	11Aug89	96	1020			
			7	16Aug89	10		1020		0
CANADA NORTHWEST ENERGY LIMITED	Carlyle, Robert H.	CANADA NORTHWEST ENERGY LTD	4	5Oct89	75	2000		4.00	4000
	Hilland, Douglas Warren	CDN NORTHWEST 7 3/4% CV PFD-C	45	6Oct89	10	2000		14.00	3900
	Rotman, Joseph L.	CANADA NORTHWEST ENERGY LTD	45	5Oct89	00				15249
	Roy-L Capital Inc. Roy-L Holdings Limited		45	5Oct89	75 1	21576		4.00	21576
			45	5Oct89	00 1				6327
	Schaefer, Harry George Investment Holding Company		4	5Oct89	00 1				
	Pascal Securities Ltd.		4	5Oct89	75 1	600		4.00	900
	RRSP		4	5Oct89	75 1	200		4.00	400
CANADIAN BLACK RIVER PETROLEUM LTD.	Heyerdall, Peter	CANADIAN BLACK RIVER OPTIONS	5	16Sep89	00				214800

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CANADIAN MANOIR INDUSTRIES LIMITED	RRSP	CANADIAN BLACK RIVER PETROLEUM	5	18Sep89	10		59500	0.40		
			5	6Oct89	76	50000		0.20		
			5	6Oct89	10		47400	0.40	2600	
			5	6Oct89	10		8500	0.40	0	
			5	18Sep89	10 1		19500	0.40		
	Kernaghan, Edward J. Kernwood Limited	CANADIAN MANOIR IND LTD	3							
				2Oct89	10 1	400		2.45		
			3	3Oct89	10 1	200		2.45		
			3	11Oct89	10 1	11400		2.65	441800	
			3	3Oct89	10 1		300	2.20		
CANADIAN NORTHSTAR CORPORATION	Hagg, John A. HKNH Holdings Inc.	CANADIAN NRTH CORP JUNIOR PREF	3	6Oct89	10 1		3000	2.20		
			3	12Oct89	10 1	500	2.20	143100		
		CDN. MANOIR IND. NON-VOTING	45	14Aug89	10		5100	5.00	0	
			45	14Aug89	00 1				335733	
			45	23Jan89	46		5100		0	
CANADIAN PACIFIC LIMITED	Fielding, Malcolm J. Alexander Centre Industries Limited Craig Alexander Fielding Trust Murray James Fielding Trust (1970) Norinne Fielding Trust (1970) Waters Holding Corporation Limited Alexander Centre Industries Limited Alexander Transport Limited Waters Holding Corporation Limited	CANADIAN PAC LTD CDNS PFD 4.0%	4	24Oct89	00				40200	
			4	24Oct89	10 1	1680		1.35	8490629	
			4	24Oct89	00 1				35175	
			4	24Oct89	00 1				58975	
			4	24Oct89	00 1				19500	
			4	24Oct89	00 1				170150	
		CANADIAN PACIFIC LTD ORDINARY	4	13Oct89	10 1	97941			1773241	
			4	13Oct89	00 1				158100	
			4	13Oct89	00 1				1167300	
CANADIAN TIRE CORPORATION LIMITED	Canadian Tire Corporation, Limited	CANADIAN TIRE LTD CL A	1	15Sep89	87	4700		23.875		
			1	15Sep89	85		4700	23.875		
			1	20Oct89	87	4700		24.25		
			1	20Oct89	85		4700	24.25		
			1	23Oct89	87	29200		24.25		
			1	23Oct89	85		29200	24.25	0	
CANBRA FOODS LTD.	MacDonald, Leo T	CANBRA FOODS LTD	5	23Oct89	10	1000		6.50	6000	
CANLAN INVESTMENT CORPORATION	Cameron, Gordon C. Central Guaranty Trust Company Gordon C. Cameron Enterprises Dixon, Ray Spencer 243543 B.C. Ltd. Doyle, Patrick Joseph Central Guaranty Trust Company Zachery Enterprises Ltd. Kenny, Brenton Pattison, William B. Race, John W. Ross, John Bethune	CANLAN INVESTMENT CORP	5							
				14Sep89	00 1				114267	
			5	14Sep89	00 1				24633	
			5	25Oct89	22	3559			15111	
			5	25Oct89	00 1				23883	
			45	14Sep89	00 1				114267	
			45	14Sep89	00 1				24623	
			5	14Sep89	00				4300	
			4	14Sep89	00				2900	
			4	21Sep89	00				51310	
CAROLIN MINES LTD.		45	14Sep89	00				454244		
	Anthony, R. David	CAROLIN MINES LTD	45	16Oct89	97	48091			83091	
CENTRAL CAPITAL CORPORATION	Burton, Lois	CENTRAL CAP CORP CL A SUB VTG	5	6Jun89	30	7500		9.93	10000	
	Kemp-Gee, Alan K.		5	Aug89	30	18643		10.75		
			5	Aug89	30	921		10.25	69563	
	Stein, Michael Leon		6	Aug89	30	37285		10.75		
			6	Aug89	30	1840		10.25	39527	
	Then, Bonita J.		7	5Oct89	10		75000	10.00	0	
CHENI GOLD MINES INC.	Dangeard, Alain	CHENI GOLD MINES INC	4	10Oct89	10	640		2.80	1000	
CHIEFTAIN INTERNATIONAL INC.	Milner, Stanley A.	CHIEFTAIN INTERNATIONAL INC.	45	1Sep89	10	1000		18.25		
			45	16Oct89	10	1000		18.00		
			45	16Oct89	10	2000		18.25	447800	
CITICORP	Reilly, John P., Jr.	CITICORP	5	17Oct89	00				1700	

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
CLAUDE RESOURCES INC.	Gummer, Peter King	CLAUDE RES INC	4	2Mar88	99				7900
	Walker, Ronald George		4	6Aug89	20		2200	5.25	
			4	22Aug89	20		5000	5.00	
			4	28Aug89	20		2000	5.75	
			4	6Sep89	20		3000	5.75	
			4	8Sep89	20		200	5.50	
			4	11Sep89	20		1500	5.00	
			4	11Sep89	20		3300	5.125	
			4	18Sep89	20		2700	4.25	
			4	29Sep89	20		2300	4.25	0
CML INDUSTRIES LTD.	Theberge, Claude	CML INDS LTD	45	20Oct89	99				200050
	433238 Ontario Limited		45	20Oct89	99 1				139233
	Theberge Family Trust		45	20Oct89	99 1				100000
COCHISE RESOURCES INC.	Iscove, Gerald	COCHISE RESOURCES INC.	45	9Oct89	00				1
COGECO INC.	Roles, Clemence Wife	COGECO INC SUB VTG	6						
				8Sep89	22 1	384		0.10	384
		COGECO INC. CLASS B PREF SER 1	6	8Sep89	22 1	1900		0.10	1900
	Torchinsky, Alan Razol Holdings Ltd.	COGECO INC SUB VTG	6						
				8Sep89	22 1	4200		0.10	4200
		COGECO INC. CLASS B PREF SER 1	6	8Sep89	22 1	21000		0.10	21000
	Torchinsky, Benjamin B.	COGECO INC SUB VTG	6	8Sep89	22	26774		0.10	26774
		COGECO INC. CLASS B PREF SER 1	6	8Sep89	22	133870		0.10	133870
	Torchinsky, Raymond L. Razol Holdings Limited	COGECO INC SUB VTG	6						
				8Sep89	22 1	4200		0.10	4200
COGNOS INCORPORATED	Makela, Mary E.	COGNOS INCORPORATED OPTIONS	5	15Sep89	96	15000		6.67	34000
	Papows, Jeffrey P.	COGNOS INCORPORATED COMMON	5	21Sep89	00				
COMINCO LTD.	Fletcher, John Edward	COMINCO LTD	45	13Sep89	76	7000		13.375	
			45	13Sep89	20		7000	30.125	
			45	14Sep89	76	10000		16.875	
			45	14Sep89	76	12000		19.25	
			45	14Sep89	20		11600	30.125	
			45	12Oct89	20		10400	30.125	328
	Savings and Stock Purchase Plan		45	13Sep89	00 1				3319
COMMERCIAL OIL AND GAS LTD.	Oughtred, George W.	COMMERCIAL OIL & GAS LTD	5	3Oct89	25		896100	0.20	250000
	PrivateBanken Holdings		5	3Oct89	25 1	896100		0.20	979434
CONNAUGHT BIOSCIENCES INC.	Klein, Michel	CONNAUGHT BIOSCIENCES INC	7	28Sep89	76	1000		23.625	
			7	28Sep89	10		1000	36.00	0
		CONNAUGHT BIOSCIENCES OPTION	7	28Sep89	76		1000		9000
	Metzgar, Don P.	CONNAUGHT BIOSCIENCES INC	7	28Sep89	76	8000		16.00	
			7	28Sep89	10		8000	37.62	0
		CONNAUGHT BIOSCIENCES OPTION	7	28Sep89	97		8000		17000
CONSOLIDATED BRINCO LIMITED	Davidson, Thomas Noel	CONSOLIDATED BRINCO CLASS A	4	30Aug89	20		400	4.15	0
			4	27Sep89	20		2000	4.95	
			4	29Sep89	20		8000	4.95	
			4	3Oct89	20		2700	4.90	
			4	10Oct89	20		17300	4.90	48479
			4	30Aug89	20 1		1550	4.10	
	RRSP								
CONSOLIDATED MERCANTILE CORPORATION	Consolidated Mercantile Corporation	CONSOLIDATED MERCANTILE CORP.	1	Oct89	87	100		1.00	
			1	Oct89	87	6000		0.95	
			1	31Oct89	85		6100		0
CONSOLIDATED TRANS-CANADA RESOURCES LTD.	Spence, Rodney Keith	CONS TRANS-CANADA RES CLASS A	5	29Aug89	10	5000		2.25	
			5	22Sep89	10		6871	3.60	0
CONSOLIDATED TVX MINING CORPORATION	Cabral Silva, Fernando Luiz Villar	CONSOLIDATED TVX MINING CORP	4	5Oct89	76	10000		3.75	
			4	5Oct89	10		10000	6.50	
			4	6Oct89	76	200		3.75	
			4	6Oct89	10		200	6.50	
			4	12Oct89	76	8133		3.75	
			4	12Oct89	10		8133	6.44	0

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COSEKA RESOURCES LIMITED	Mayville Finance S.A.		4	12Oct89	00 1				416666
	Bramalea Limited	COSEKA RES LTD	3	16Oct89	25	22647434			22647434
	Coseka Holdings Limited		3	16Oct89	25 1		22647434		0
		COSEKA RES LTD SECURED CV DEBS	3	16Oct89	25	20000000			20000000
	Coseka Holdings Limited		3	16Oct89	25 1		20000000		0
		COSEKA RES LTD UNSECURED DEB	3	16Oct89	25	12680000			12680000
CS RESOURCES LIMITED	Coffin, Philippe	CS RESOURCES LIMITED OPTION	5	6Sep89	00				150000
	Levorson, Lorne		5	6Sep89	00				150000
	Tanaka, Glen A.		5	6Sep89	00				150000
DEPRENYL RESEARCH LIMITED	Odette, Roger H	DEPRENYL RESEARCH	45	16Oct89	10	1000		12.00	
			45	16Oct89	10		1000	13.50	0
	Margaret Odette		45	12Oct89	10 1	1000		15.375	3000
DOFASCO INC.	Pether, Donald Allison	DOFASCO INC	5	1Oct89	30	4		24.866	343
	Soomet, Urmas		8	18Sep89	30	35		26.38	65
DOMINION TEXTILE INC.	Hay, Alec James	DOMINION TEXTILE INC	5	22Sep89	00				100
DOMTAR INC.	Domtar Inc.	DOMTAR INC PFD \$1.00	1	31Aug89	87	2000		18.00	
			1	31Aug89	85		2000		0
			1	2Oct89	87	600		18.00	
			1	2Oct89	85		600		0
DORSET EXPLORATION LTD.	Consolidated Brinco Ltd.	DORSET EXPL LTD	3	12Oct89	97	1939797			3631197
		DORSET EXPL LTD WARRANTS	3	12Oct89	97	1189796			1189796
	Dorset Energy Corporation	DORSET EXPL LTD	3	12Oct89	20		1939797		0
		DORSET EXPL LTD WARRANTS	3	12Oct89	20		1189796		0
DU PONT CANADA INC.	Stewart, James M.	DU PONT CDA INC CL A COM SRS 1	5	28Sep89	10		1000	26.50	
			5	28Sep89	10		500	26.75	
			5	28Sep89	10		500	27.00	
			5	2Oct89	10		500	27.50	
			5	3Oct89	10		500	27.75	
			5	4Oct89	10		500	28.00	
			5	4Oct89	10		500	28.50	
			5	5Oct89	10		500	28.75	
			5	5Oct89	10		500	29.00	
			5	5Oct89	10		500	29.25	
			5	6Oct89	10		500	29.50	
			5	11Oct89	10		500	29.50	
			5	12Oct89	10		300	29.00	
			5	12Oct89	10		200	29.25	0
	Wittman, Gordon Roy		5	5Oct89	10		1000	28.75	
			5	5Oct89	10		1000	29.00	
			5	6Oct89	10		1000	29.50	
			5	10Oct89	10		100	29.75	
			5	11Oct89	10		300	29.75	2752
DYNAMIC GLOBAL BOND FUND	Dynamic Managed Portfolio Inc.	DYNAMIC GLOBAL BOND FUND UNITS	3	7Jun89	97		20704	4.83	
			3	12Jun89	97		10438	4.79	
			3	26Jun89	97		5165	4.84	
			3	28Jun89	97		10309	4.85	
			3	30Jun89	97	10179		4.79	
			3	5Jul89	97		10246	4.88	
			3	19Jul89	97		5144	4.86	
DYNAMIC GLOBAL FUND		DYNAMIC GLOBAL FUND UNITS	3	24Jul89	97		20576	4.85	583660
			3	7Jun89	97		19531	5.12	
			3	12Jun89	97		9940	5.03	
			3	26Jun89	97		4771	5.24	
			3	28Jun89	97		9597	5.21	
DYNAMIC INCOME FUND		DYNAMIC INCOME FUND UNITS	3	5Jul89	97		9416	5.31	
			3	10Jul89	97		4647	5.38	545552
			3	5Jun89	97		19091	5.50	
			3	7Jun89	97		27125	5.53	
			3	12Jun89	97		8977	5.57	
			3	14Jun89	97		53571	5.60	
			3	26Jun89	97		26834	5.59	
			3	30Jun89	97	134060		5.49	
			3	5Jul89	97		9141	5.47	
			3	10Jul89	97		18282	5.47	
DYNAMIC PRECIOUS METALS FUND		DYNAMIC PRECIOUS METALS UNITS	3	12Jul89	97		18282	5.48	
			3	19Jul89	97		9107	5.49	
			3	24Jul89	97		18215	5.49	5318120
			3	26Jun89	97		46729	1.07	
			3	10Jul89	97		22936	1.09	
			3	19Jul89	97		69444	1.08	

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			3	24Jul89	97		183486	1.09	4316638
EMCO LIMITED	Phillips, Edwin Charles	EMCO LTD 7.25% CONV DEB	4	4Oct89	10		50000	73.50	0
EQUITY INVESTMENTS CORP.	Stephenson, John F.	EQUITY INVESTMENTS CORP COMMON	4	28Nov88	00				
			4	22Aug89	96	12000		0.90	12000
EQUITY PRESERVATION CORP.		EQUITY PRESERVATION CORP.	4	13Apr88	00				
			4	22Aug89	96	20000		0.90	20000
EQUITY RESERVE CORP		EQUITY RESERVE CORP	4	13May88	00				
			4	22Aug89	96	30000		0.90	30000
ETHYL CORPORATION	Reynolds, Louis Baker Indirect (#2)	ETHYL CORP	5	31Aug89	00				568
			5	31Aug89	30 1	12			2833
	Stewart, George Taylor		4	1Oct89	00				83749
	Dividend Reinvestment Plan		4	1Oct89	30 1	12		25.849	2669
	Wife		4	1Oct89	00 1				440
	Wilkins, Ray, Jr.		45	31Aug89	00				44228
	Savings Plan		45	31Aug89	30 1	24			7296
EXPANDED METAL CORPORATION	Brabrook, Michael G.	EXPANDED METAL CL A SUB VTG	45						
	Wife			28Sep89	10 1	500		1.35	
			45	2Oct89	10 1	4500		1.35	12000
FAIRFAX FINANCIAL HOLDINGS LIMITED	Polley, Kenneth Richard	FAIRFAX FINC HLDS LTD SUB-VTG	47	29Sep89	10		9000	17.50	
			47	6Oct89	10		1000	18.00	7409
FEDERAL EXPRESS CORPORATION	Autry, Henry R.	FEDERAL EXPRESS CORP	5	4Oct89	30		50	45.25	0
	White, Edwin A.		5	10Oct89	30	602		42.406	602
FIRST CITY FINANCIAL CORPORATION LTD.	Croll, David A.	FIRST CITY FINC CORP LTD CL A	4	25Nov87	55	220			86228
	Trust		4	25Nov87	00 1				8000
FIRST CITY TRUSTCO INC.	Albin, Joel	FIRST CITY TRUSTCO INC OPTIONS	7	17Apr89	00				
			7	24Aug89	96	25000		7.00	25000
	Billingsley, Douglas		7	1Jun87	00				7500
			7	24Aug89	96	15000		7.00	22500
	Fowlie, George		7	1Jan88	00				
			7	24Aug89	96	15000		7.00	15000
	Herman, W. Bernard	FIRST CITY TRUSTCO INC	7	11Aug89	50		25		60348
	Palmer, Brian	FIRST CITY TRUSTCO INC OPTIONS	7	24Aug89	00				5000
			7	24Aug89	96	15000		7.00	20000
	Pyle, Alan		6	24Aug89	96	15000		7.00	
			6	25Aug89	96	35000		7.50	62500
	Schachter, Josef Isaac RRSP	FIRST CITY TRUSTCO INC	7	18Sep89	10 1		4000	7.63	0
	Sutin, David	FIRST CITY TRUSTCO INC OPTIONS	7	24Aug89	96	15000		7.00	15000
FORTIS INC.	Ontario Municipal Employees Retirement Board	FORTIS INC	38						
	Montor & Co.			29Sep89	10 1	2400		22.18	19000
	Roytor & Co. #1		38	29Sep89	10 1	28400		22.15	919464
FOUR SEASONS HOTELS INC.	Mongeau, David C.	FOUR SEASONS HTLS INC SUB VTG	5	3Oct89	10		142	34.00	
			5	6Oct89	10		2000	34.00	10000
GALTACO INC.	Chandler, Allyn	GALTACO INC	4	24Nov86	00				1000
GARDEN LAKE RESOURCES LTD	844350 Ontario Limited	GARDEN LAKE RES LTD COMMON	4	21Sep88	00				
			4	25Oct89	10	10000		0.12	
			4	30Oct89	10	10000		0.11	20000
GEAC COMPUTER CORPORATION LIMITED	Sadler, Stephen	GEAC COMPUTER CORP LTD	5	31Jul89	30	1600		2.36	
			5	5Oct89	10		1500	2.35	
			5	12Oct89	10		500	2.35	
			5	19Oct89	10		1500	2.35	6720
GEDDES RESOURCES LIMITED	Foster, James Peter	GEDDES RES LTD	4	19Oct89	75	833		1.50	5833
		GEDDES RES LTD WT	4	19Oct89	75	5500		1.50	38500
	Northgate Exploration Limited	GEDDES RES LTD RIGHTS	3	19Oct89	97		4854325		0

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GEMINI TECHNOLOGY INC.	Archer, Robert George D.E.L. Prof. Systems Ltd.	GEMINI TECHNOLOGY	456	18May89	99 1				550249
		GEMINI TECHNOLOGY INC OPTIONS	456	18May89	99	50000		0.60	50000
	D.E.L. Professional Systems Ltd.	GEMINI TECHNOLOGY	3	27Sep88	10	500		1.50	
			3	27Sep88	10	500		1.55	
			3	28Oct88	10	2000		0.95	
			3	10Feb89	20		12500	0.60	
			3	28Feb89	20		15000	0.55	
			3	8Mar89	20		30000	0.55	2581301
	Dolejsi, Edward D.E.L. Professional Systems Ltd.	GEMINI TECHNOLOGY WARRANTS	456	30Aug89	99				214200
			456	30Aug89	99 1				1066299
			456	30Aug89	99				90000
	Millan, Kenneth B	GEMINI TECHNOLOGY	5	26Apr89	99	8000		0.59	8000
		GEMINI TECHNOLOGY INC OPTIONS	5	18May89	99	10000		0.60	10000
		GEMINI TECHNOLOGY WARRANTS	5	26Apr89	99	4000		0.675	4000
	Van Baarsen, John Peter D.E.L. Professional Systems Ltd.	GEMINI TECHNOLOGY	456	28Feb89	99	15000		0.55	
			456	8Mar89	99	15000		0.55	
			456	26Apr89	99	14000		0.675	50700
			456	28Feb89	99 1		15000	0.55	
		GEMINI TECHNOLOGY INC OPTIONS GEMINI TECHNOLOGY WARRANTS	456	8Mar89	99 1		15000	0.55	513549
			456	18May89	99	150000		0.60	150000
			456	26Apr89	99	7000		0.675	7000
GENDIS INC.	Heselton, H. Murray	GENDIS INC CL A	57	16Oct89	10		2400	23.50	
			57	16Oct89	10		100	23.88	166
GEORGE WESTON LIMITED	Weston, W. Galen Galewest Investments Limited Wittington Holdings Ltd. Wittington Investment Limited	GEORGE WESTON LTD	3456	17Oct89	50 1		175000		1475000
			3456	17Oct89	00 1				140000
			3456	17Oct89	00 1				24975000
GLAMIS GOLD LTD.	Millar, Michael Chester Agean International S.A.	GLAMIS GOLD LTD	0	30Sep89	00 1				1672090
GLENCAIRN EXPLORATIONS LTD.	Spelliscy, P. T.	GLENCAIRN EXPLORATIONS COMMON	3	23Oct89	20		350000	0.55	0
GOLDEX MINES LIMITED	Agnico-Eagle Mines Limited	GOLDEX MINES LTD	1	1Aug89	99	200		2.25	
			1	2Aug89	99	3000		0.25	
			1	3Aug89	99	50000		2.25	
			1	29Aug89	99	5000		1.85	
			1	29Aug89	99	4000		1.80	
			1	30Aug89	99	5000		1.75	
GOLDNEV RESOURCES INC.	Prime Resources Corporation Prime Capital	GOLDNEV RES INC	3	13Sep89	10 1	4300		1.97	
			3	13Sep89	10 1	5000		1.98	
			3	13Sep89	10 1	10700		2.00	
			3	13Sep89	10 1	20000		2.10	
			3	13Sep89	10 1	20000		2.00	
			3	13Sep89	10 1	20000		1.95	
			3	13Sep89	10 1	10000		2.35	
			3	13Sep89	10 1	10200		2.10	
			3	13Sep89	10 1	50000		2.15	
			3	14Sep89	10 1	5000		2.36	
			3	14Sep89	10 1	4600		2.37	
			3	14Sep89	10 1	37700		2.40	
			3	14Sep89	10 1	10000		2.44	
			3	14Sep89	10 1	2000		2.40	
			3	14Sep89	10 1	14100		2.70	
			3	14Sep89	10 1	10000		2.72	
			3	14Sep89	10 1	10000		2.76	
			3	14Sep89	10 1	1000		2.79	
			3	14Sep89	10 1	9000		2.80	
			3	14Sep89	10 1	10000		2.55	
			3	18Sep89	10 1	9700		2.31	
			3	18Sep89	10 1	5000		2.73	
			3	18Sep89	10 1	20000		2.53	
			3	18Sep89	10 1			2.60	
			3	27Sep89	10 1	2000		1.89	
			3	27Sep89	10 1	10000		1.92	
			3	27Sep89	10 1	10000		1.94	
			3	27Sep89	10 1	23000		1.90	
			3	27Sep89	10 1	10000		1.95	
			3	27Sep89	10 1	20000		1.95	
			3	29Sep89	10 1	11500		1.90	
			3	29Sep89	10 1	2000		1.95	
			3	29Sep89	10 1	1000		1.99	

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
			3	29Sep89	10 1	2000		2.00	
			3	29Sep89	10 1	2000		1.99	
			3	29Sep89	10 1	8000		2.00	
			3	29Sep89	10 1	3000		1.91	2350370
GRAPH/MAX INC.	Varty, Murray Glen Canvest Financial	GRAPH/MAX INC	5	15Sep89	84 1	400000		0.25	400000
GUINNESS GOLD RESOURCES LTD.	045734 N.B. CORP.	GUINNESS GOLD RES LTD COMMON	3	11Oct89	00				4240000
	Acadia Mineral Ventures Limited		3	11Oct89	20		4240000		0
GULF CANADA RESOURCES LIMITED	Shultz, Charles E.	GULF CANADA RES. LTD. ORD SHS	5	18Oct89	10	1000		16.625	1000
HALLIBURTON COMPANY	Blurton, Jerry H.	HALLIBURTON CO	5	18Oct89	00				
	Coleman, Lester L.		5	14Sep89	30		57	39.937 US	
			5	14Sep89	30		28	37.437	
			5	14Sep89	30		188	39.25	20453
HARBOUR PETROLEUM COMPANY LIMITED	Howard, Ronald Adrian	HARBOUR PETE CO LTD	3456	6Oct89	10	2000		0.60	520797
HAWKER SIDDELEY CANADA INC.	Bowling, Allan Ernest	HAWKER SIDDELEY CDA INC	5						
	RRSP		5	13Jan88	10 1	300		21.38	
			5	28Aug89	10 1		300	27.00	0
HIGH RIVER GOLD MINES LTD.	Mayfair Group Ltd., The	HIGH RIVER GOLD MINES	4	10May89	00				718750
			4	10May89	20	25956		1.16	
			4	13Sep89	10		10000	1.375	734706
	Oakley, Gary F.		4	1Apr89	20		25956	1.16	154877
HOLLINGER INC.	Canadian National Railway Company, Trustee	HOLLINGER INC	3	18Oct89	10	70000		12.00	
			3	18Oct89	10	17100		11.75	9012100
HORSHAM CORPORATION, THE	Novelly, Paul Anthony	HORSHAM CORPORATION SUB VTG	7						
	AIC Ltd		7	5Sep89	10 1		45000	8.35 US	
			7	5Sep89	20 1		400000	9.405 US	
			7	25Sep89	10 1		25000	7.77 US	
			7	26Sep89	10 1		100000	7.80 US	
			7	28Sep89	10 1		50000	8.00 US	
			7	29Sep89	10 1		100000	8.12 US	2032550
	Salaam, Hany Mohammed Air Aid Notherlands B.V.		4	25Jan89	00 1				414000
HUDSON'S BAY COMPANY	Peter, Norman R.	HUDSONS BAY CO	5	14Sep89	30	5000		18.50	
			5	14Sep89	10		5000	36.00	
			5	19Sep89	00	3000		18.50	
			5	19Sep89	30	2000		18.875	
			5	19Sep89	10		1500	35.25	
			5	19Sep89	10		1500	35.50	
			5	19Sep89	10		2000	35.75	2872
	Share Purchase Plan		5	14Sep89	00 1				90
		HUDSONS BAY CO OPTION	5	Oct89	30		10000		50500
HYSTAR AEROSPACE CORPORATION	Lindsay, David	HYSTAR AEROSPACE CORP	4	29Sep89	00				41000
INTER-CITY GAS CORPORATION	Central Capital Corporation	INTER CITY GAS CORP 3RD PFD	3						
	Central Guaranty Trust Company			28Jun89	99 1				223800
INTERNATIONAL MOVIE GROUP INC.	Keep, Gordon Bruce	INTL MOVIE GROUP INC OPTIONS	4	19Oct89	00				15000
INTERNATIONAL POTTER DISTILLING CORPORATION	Claridge, S. Patrick	INTL POTTER DISTILLING	48						
	Frista Resources			13Sep89	10 1		2000	3.30	2500
INVENTRONICS LIMITED	Vengrowth 11 Limited Partnership	INVENTRONICS LTD	3	18Oct89	00				69000
			3	18Oct89	20	391000		2.65	460000
IPSCO INC.	Kwong, James K. Montreal Trust	IPSCO INC	5	30Jun89	30 1	105		18.66	289
	Phillips, Roger Montreal Trust		45	30Jun89	00				12155
			45	30Jun89	30 1	105		18.66	289
JANNOCK LIMITED	Mara, George Edward 168803 Canada Inc.	JANNOCK LTD	4	6Sep89	99		541900	20.75	115300
			4	6Sep89	99 1	658100		20.75	
			4	6Sep89	99 1	541900		20.75	
	Daza Investments Limited		4	6Sep89	99 1		45900	20.75	
			4	6Sep89	99 1		658100	20.75	0

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JEAN COUTU GROUP (PJC) INC., THE	Canadian National Railway Company, Trustee	JEAN COUTU GROUP	3	12Oct89	10	700		13.75	
			3	12Oct89	10	2900		13.875	
			3	13Oct89	10	1000		13.75	
			3	16Oct89	10	15000		12.75	841600
JOHN LABATT LIMITED	Blackburn, Neal Executive Share Option Plan - 1985 Option Plan 1985	JOHN LABATT LTD	5	29Aug89	10		2000	26.00	5667
			5	29Aug89	00 1				8000
			5	29Aug89	00 1				1531
	England, J. Herbert Executive Share Purchase Plan RRSP		5	30Sep89	00 1				100000
			5	30Sep89	30 1	4		24.33	514
	Errath, Thomas R. Executive Share Option Plan 1986 Executive Shares Option Plan 1979 RRSP		8	30Sep89	00 1				10000
			8	30Sep89	00 1				20000
			8	30Sep89	30 1	16		24.33	2158
	Gross, Gary Frederick		8	28Aug89	30	360		23.17	360
	Jamail, Charles E. Executive Share Option Plan 1987 RRSP		8	28Aug89	30	884		23.17	
			8	12Oct89	10		884	24.50	0
			8	30Sep89	00 1				5000
			8	30Sep89	00 1	1		24.33	139
			8	30Sep89	00				1823
	Johnson, Allan M. ESOP 1985 RRSP		8	30Sep89	00 1				16236
			8	30Sep89	30 1	3		24.33	501
			8	30Sep89	00				316
	Linton, Dr. John H. Plan 1985 RRSP		8	30Sep89	00 1				20000
			8	30Sep89	30 1	17		24.33	2393
			45	30Sep89	00				60400
	Oland, Sidney M. ESPP 88 RRSP		45	30Sep89	00 1				160000
			45	30Sep89	30 1	14		24.33	1768
	Rothwell, Gregory J.		8	28Aug89	30	60		23.17	370
	Widdrington, Peter Nigel Tinling ESPP 88 Exec. Share Option Plan - 1979 RRSP		45	30Sep89	00				41093
			45	30Sep89	00 1				160000
			45	30Sep89	00 1				42029
			45	30Sep89	30 1	29		24.33	3927
KANATA GENESIS FUND LTD.	Black Snow Inc	KANATA GENESIS FUND LTD	3	13Oct89	82	1060560		1.31	1060560
	Fougerol, Denis GENEVE HOLDINGS		53	13Oct89	82	214469		1.31	214469
			53	13Oct89	82 1	1190183		1.31	1190183
	Mortara, Riccardo OFINCO		1	13Oct89	82 1	500706		1.31	500706
	Pamina Corp.		3	13Oct89	82	119083		1.31	1190183
	Rosenfeld, Simon Morris		45	13Oct89	00				74586
	Tattoni, Riccardo 1151704 SUNNY		34	13Oct89	82	214469		1.31	214469
			34	13Oct89	82 1	1151704		1.31	1151704
			34	13Oct89	82 1	1056364		1.31	1056364
	Trustee Holding SA		3	13Oct89	82	2066720		131.00	2066720
KINGSWOOD EXPLORATIONS (KENTUCKY)	McIntyre, Stephen George	KINGSWOOD EXPLORATIONS COMMON	4	18Sep89	10		14000	0.32 aprx.	101327
LAC MINERALS LTD	Francisco, Rolando C. Of Record	LAC MINERALS LTD	5	16Oct89	30	263		11.75	766
			5	16Oct89	00 1				1
	Mockridge, John Ewart Of Record SPOUSE & SONS		4	20Sep89	10		3500	10.875	500
			4	20Sep89	00 1				1
			4	20Sep89	00 1				105
LAFARGE CANADA INC.	Lovett, David F.G.	CDA CEMENT LAFARGE EXCH PREF	5	2Sep89	35	15		21.22	1810
LAIDLAW TRANSPORTATION LIMITED	Widdrington, Peter Nigel Tinling	LAIDLAW TRANSP LTD CLASS A	4	24Oct89	10		10000	24.625	20000
LAURENTIAN BANK OF CANADA	Bernard, Louis M.	LAURENTIAN BANK OF CANADA	5	19Sep89	10	3000		14.88	9000
	Firth, Joseph Roy Royal Bank Inv. Serv.		5	7Sep89	10 1	1000		14.25	
			5	12Sep89	10 1	700		14.00	3600
LE GROUPE VIDEOTRON LTEE	Lauzon, Gilles	LE GROUPE VDTRON 7.5 CON DEB	7						
	Brault, Guy, O'Brien Inc.			26Sep89	10 1		20000	99.00	40000

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
LGS GROUP INC.	Couture, J. Claude	LGS GROUP INC.	8	27Sep89	99		20000	1.90	1588
LIDCO INDUSTRIES INC.	McDonald, R.A. Bruce B-Mac Trading Inc.	LIDCO INDUSTRIES INC.	4	1Sep89	20 1	25000		0.50	
			4	15Sep89	20 1	38000		0.67	516000
			4	29Sep89	10 1		10000		217500
		WARRANTS	4	1Sep89	20 1	12500			
LINEAR TECHNOLOGY INC.	Barber, Herbert Douglas	LINEAR TECHNOLOGY INC	45	12Sep89	10		1600	10.00	
			45	13Sep89	10		3100	10.00	322300
MACMILLAN BLOEDEL LIMITED	Adams, William A	MACMILLAN BLOEDEL LTD	5	30Aug89	30	203			2921
	Employee Share Purchase Plan		5	30Sep89	30 1	99		19.37	753
	Dowsley, Donald Alexander		5	31May89	00				1938
	Employee Share Purchase Plan		5	31May89	30 1	89		18.26	
			5	30Jun89	30 1	119		17.51	
			5	31Jul89	30 1	88		18.43	
			5	31Aug89	30 1	79		20.65	
			5	30Sep89	30 1	109		19.57	2751
	Sr. Mgmt Shr Purchase Plan		5	31May89	00 1				12453
	Ferguson, Glenn Miles		5						
	Senior Management Share Purchase Plan			23Oct89	00 1				11015
	Findlay, Bob		5	31May89	00				1187
	Employee Share Purchase Plan		5	31May89	30 1	146		18.26	
			5	30Jun89	30 1	165		17.51	
			5	31Jul89	30 1	145		18.43	
			5	31Aug89	30 1	129		20.65	
			5	30Sep89	30 1	153		19.57	1874
	Senior Management Share Purchase Plan		5	31May89	00 1				27040
	Finkbeiner, J. C.		5	31Jul89	10	300			300
	Employee Share Purchase Plan		5	31May89	10 1		200	18.00	
			5	31May89	30 1	91		18.26	
			5	30Jun89	30 1	97		17.51	
			5	31Jul89	30 1	91		17.51	
			5	31Jul89	30 1		300		
			5	31Aug89	30 1	81		20.65	
			5	30Sep89	30 1	86		19.57	
	Sr. Mgmt Shr Purchase Plan		5	31May89	00 1				274
									9680
	Fliebach, H.E.		5						
	Employee Share Purchase Plan			31Aug89	30 1	49		20.65	
			5	30Sep89	30 1	51		20.65	105
	Forgacs, Otto Lionel		5	31May89	00				12120
	Employee Share Purchase Plan		5	31May89	30 1	101		18.26	
			5	30Jun89	30 1	249		17.51	
			5	31Jul89	30 1	100		18.43	
			5	31Aug89	30 1	89		20.65	
			5	30Sep89	30 1	228		19.57	13336
	Sr. Mgmt Shr Purchase Plan		5	31May89	00 1				27729
	Grunder, Arthur N.		5						
	Employee Share Purchase Plan			31May89	30 1	106		18.26	
			5	30Jun89	30 1	133		17.51	
			5	31Jul89	30 1	106		18.43	
			5	30Sep89	30 1	122		19.57	2447
	Senior Management Share Purchase Plan		5	31May89	00 1				8885
	Hawkings, William E.		5	31May89	00				1656
	Employee Share Purchase Plan		5	31May89	30 1	88		18.26	
			5	30Jun89	30 1	96		17.51	
			5	31Jul89	30 1	84		18.43	
			5	31Aug89	30 1	78		20.65	
			5	30Sep89	30 1	89		19.57	782
	Senior Management Share Purchase Plan		5	31May89	00 1				9835
	Jadot, Claire-Marie		5						
	Employee Share Purchase Plan			31Jul89	30 1	38		18.43	
			5	31Aug89	30 1	34		20.65	
			5	30Sep89	30 1	36		19.57	149
	Johncox, Gary Herbert		5	31May89	00				400

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
	Employee Share Purchase Plan		5	31May89	30 1	92		18.26	
			5	30Jun89	30 1	111		17.51	
			5	31Jul89	30 1	91		18.43	
			5	31Aug89	30 1	81		20.65	
			5	30Sep89	30 1	102		19.50	1796
	Senior Management Share Purchase Plan		5	31May89	30 1				9715
	Strangway, D. W. Employee Share Purchase Plan		4	30Jun89	30 1	7		17.51	
			4	30Sep89	30 1	109		19.57	792
MALETTE INC.	Malette, Renald Dominion Securities	MALETTE INC SUB VTG	456	18Aug89	10 1		10000	13.25	
			456	12Sep89	10 1	100000		12.50	
			456	4Oct89	10 1		20000	13.675	14165
MARSHALL MINERALS CORP.	Marshall Minerals Corp.	MARSHALL MINERALS CORP	1	29Aug89	10	26000		1.37	
			1	28Sep89	10	87300		1.45 aprx.	162500
MCDONALD'S CORPORATION	Boyles, Monica	MCDONALD'S CORP	5	12Oct89	00				26
MCNEIL, MANTHA, INC.	Balthazard, Paul	MCNEIL, MANTHA, INC COMMON	5	18Oct89	10	1300		1.94	8500
	Breton, Francois		5	4Oct89	10	1300		1.94	93322
	Pelland, Pierre Y.		5	4Oct89	20	1500		1.94	23000
MCNELLEN RESOURCES INC.	Patte, Alfred R.	MCNELLEN RES INC	345	26Sep89	10		21500	1.06 aprx.	38300
MEMOTEC DATA INC	Addey-Jibb, Simon F.	MEMOTEC DATA INC	2	31Jul89	30	47		10.20	
			2	31Aug89	30	45		10.57	
			2	30Sep89	30	48		10.94	2578
	Demers, Jacques		2	30Jun89	99	119		10.40	
			2	29Sep89	10	110		10.53	1825
	French, Richard Deland		8	19Oct89	10		200	10.376	300
MIDDLEFIELD RESOURCE FUND 1989 LIMITED PARTNERSHIP	Pether, Raymond Russell	UNITS	45	17Oct89	10	599			
			45	17Oct89	10		400	1000.00	150
	Traub, Anthony P.		7	17Oct89	10	599			
			7	17Oct89	10		417	1000.00	182
MINERA RAYROCK INC.	Semple, Lindsay Bruce	MINERA RAYROCK INC.	4	19Oct89	00				250
	Westlake Industries Ltd.		3	19Oct89	20	4800000		1.25	4800000
MINNOVA INC	Corbet, James Maurice Richard	MINNOVA INC.	4	16Oct89	10		1000	20.75	5000
MINVEN GOLD CORPORATION	Thygesen, Kjeld	MINVEN GOLD CORP. OPTIONS	4	15Aug89	96	9000		3.85	9000
MITEL CORPORATION	Betsalel, Harvey	MITEL CORP OPTIONS	5	11Jan88	96	20000		3.40	
			5	25Jul89	96	10000		3.90	30000
	Byrne, James D.		45	11Jan88	96	7000		3.40	
			45	25Jul89	96	2000		3.90	9000
	Combs, John Wilson		5	1Nov88	96	20000		2.61	
			5	25Jul89	96	15000		3.28	35000
	Crisalli Anthony P.		5	11Jan88	96	20000		2.64	
			5	12May88	96	20000		2.40	
			5	25Jul89	96	20000		3.28	60000
	Dietrich, Robert J.		5	11Jan88	96	20000		3.40	
			5	25Jul89	96	10000		3.90	30000
	Dyer, Frederick R.		5	12May88	96	40000		3.00	
			5	3Feb89	96	20000		3.05	
			5	25Jul89	96	20000		3.90	80000
	Elliott, Thomas Kent		5	11Jan88	96	7000		3.40	
			5	1Nov88	96	13000		3.25	
			5	25Jul89	96	15000		3.90	35000
	Harris, William G		5	12May88	96	40000		3.00	
			5	25Jul89	96	20000		3.90	60000
	Hutton, David W.		5	11Jan88	96	20000		3.40	
			5	25Jul89	96	15000		3.90	35000
	Jarvis, John E.	CONV. PREFERRED SERIES F	4	11Jan88	97	100000		3.40	
			4	2Aug89	78		35000	3.40	65000
		MITEL CORP	4	2Aug89	78	35000		3.40	
			4	20Sep89	10		35000	3.40	2300
		MITEL CORP OPTIONS	4	25Jul89	96	30000		3.90	30000
	McIntyre, Donald G.		5	11Jan88	96	20000		3.40	

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
			5	25Jul89	96	10000		3.90	30000
	Miellet, Jean-Bernard		5	11Jan88	96	20000		3.40	
			5	25Jul89	96	15000		3.90	35000
	Rankin, John J.		5	15Jun89	96	40000		3.85	40000
	Smeaton, Melvin Douglas	CONV. PREFERRED SERIES F	5	11Jan88	97	40000		3.40	
			5	10Aug89	78		14000	3.40	26000
		MITEL CORP	5	7Sep89	10		14000	3.70	0
	MONTREAL TRUST		5	10Aug89	78 1	14000		3.40	14000
		MITEL CORP OPTIONS	5	25Jul78	96	20000		3.90	20000
	Stollery, Arthur W.	MITEL CORP	45	13Oct89	10		150000	16.05	20009
	Angus Glen Farm Ltd.		45	13Oct89	00 1				25500
	Terryberry, Wesley	MITEL CORP OPTIONS	5	30Jun88	96	40000		2.99	
			5	25Jul89	96	15000		3.90	55000
	Thomas, David J.	CONV. PREFERRED SERIES F	5	11Jan88	97	40000		3.40	
			5	9Aug97	78		14000	3.40	26000
		MITEL CORP	5	9Aug89	10	14000		3.40	
			5	26Sep89	10		14000	3.40	0
		MITEL CORP OPTIONS	5	25Jul89	96	20000		3.90	20000
NATIONAL BANK OF CANADA	Laferriere, Gervais	NATIONAL BANK OF CANADA	5	1Oct89	30	141		14.13	2826
	Rousseau, Henri-Paul		5	31Mar89	30	72			
			5	30Jun89	30	42			
			5	30Sep89	30	77			751
NEWALTA CORPORATION	Thomson, Alistair S. Dumyat Holdings Ltd.	NEWALTA CORPORATION	64						
			64	4Oct89	10 1		125000	0.87	
			64	11Oct89	10 1		50000	0.97	
			64	13Oct89	10 1		25000	1.06	
			64	13Oct89	20 1	5000		1.06	
			64	13Oct89	20 1		5000	1.06	75000
NEXUS RESOURCE CORP	Bradshaw, Peter L.	NEXUS RES CORP	3	22Aug89	96	200000		0.30	200000
	Holland, Terry M.		56	22Aug89	96	100000		0.30	100000
	Stephenson, John F.		45	22Aug89	96	200000		0.30	216765
NOMA INDUSTRIES LIMITED	Thomson, John D.C. RRSP	NOMA INDS LTD CL A	7	16Oct89	10		3000	12.75	16000
			7	6Oct89	10 1	3000		13.75	18100
NORAMCO MINING CORPORATION	McDonald, R.A. Bruce	NORAMCO MINING CORP	45						
	B-Mac Trading Inc.			1Sep89	10 1	9500		0.65	
			45	20Sep89	99 1	330081			
			45	20Sep89	99 1		378347		1458581
NORANDA INC.	Hendrick, Keith Coleman	NORANDA INC	5	26Sep89	10		1000	25.875	
			5	28Sep89	10		1000	26.00	85313
	Pratt, E. Courtney Micnor Investments Ltd.	NORANDA INC CL C COMMON	4						
				10Oct89	10 1	37000		27.03	37000
	Zimmerman, Adam Hartley Micnor Investments Ltd.	NORANDA INC CONV PFD SRS C	45						
				15Sep89	20 1	37000		27.03	37000
NORCEN ENERGY RESOURCES LIMITED	Malysheff, George A.	NORCEN ENERGY RES LTD	5	6Oct89	97		330	24.50	52
	Wood, Arthur L.	SUBORDINATE VOTING ORDINARY	5	5Oct89	10		1773	24.25	
			5	12Oct89	10		5000	25.125	0
NORTH CANADIAN OILS LIMITED	Noranda Inc.	NORTH CAN OILS LTD CL B PREF	3	28Sep89	78		1000000	25.92	0
		NORTH CDN OILS LTD	3	28Sep89	78	1500000		17.28	16259669
NORTHERN TELECOM LIMITED	Bowen, Stephen N.	NORTHERN TELECOM LTD	5	12Oct89	10		100	23.00	0
	Carlucci, Frank C. Jointly With Spouse		4						
				17Oct89	00 1				200
NORTHFIELD CAPITAL CORPORATION	Pabst, Burton Victor	NORTHFIELD CAPITAL CORP	4	12Nov87	00				299986
NORTHGATE EXPLORATION LIMITED	Dessureault Pascal	NORTHGATE EXPL LTD	7	29Sep89	30	411		6.37	411
NORTHWEST DIGITAL LTD.	McKinney Robin D.A.	NORTHWEST DIGITAL LTD.	45	10Jul89	10		200	1.20	
			45	6Sep89	10		4000	1.25	
			45	7Sep89	10		5000	1.25	
			45	8Sep89	10		952	1.25	
			45	8Sep89	10		3000	1.30	7000
	RRSP		45	12Sep89	10 1		2000	1.25	
			45	14Sep89	10 1		500	1.30	22820

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NOVAGOLD RESOURCES INC.	Lynch, Thomas E. G.	NOVAGOLD RES INC	45						
	Lynch Investments Limited		45	21Sep89	10 1	3600		1.22	
				28Sep89	10 1	1400		1.22	56772
	MacIsaac, Angus G.		45	6Oct89	10 1		2500	1.35	
	A.G. MacIsaac Services		45	16Oct89	10 1		13000	1.35 aprx.	52183
	McConnell, Gerald J.		45	6Oct89	10		600	1.35	
	Petpeswick Equities Ltd		45	4Oct89	10 1		2500	1.45	
			45	17Oct89	10 1		14900	1.35 aprx.	53433
O'TOOLE'S GROUP INC.	Sisson, Grey	O'TOOLE'S FOOD CORP	4						
	Grey Sisson		4	17Oct89	10 1	6000		2.75	6000
	Ken Fowler Enterprises		4	17Oct89	00 1				586756
	RRSP		4	25Apr89	10 1	4000		2.55	4000
OLCO PETROLEUM GROUP INC.	Kaneb, Wilfred	OLCO PETE GROUP INC CLASS A	45	19Sep89	10	500		2.73	
			45	19Sep89	10	500		2.76	9000
ONTEX RESOURCES LIMITED	McGroarty, Ross	ONTEX RESOURCES LIMITED	45	2Oct89	95	25000		0.75	302431
	Sunray Investments Corp.		45	2Oct89	00 1				125000
OPIMIAN CALIFORNIA VINEYARDS CORPORATION, THE	O'Donovan, Val	OPIMIAN CA VINEYARDS CORP	34	7Sep89	00				10000
	126604 Canada Limited		34	7Sep89	75 1	7875		4.00	22875
ORBIT OIL & GAS LTD.	Chow Stuart Yiu	ORBIT OIL & GAS LTD	5						
	CDS & Co.		5	1Apr89	30 1	1359		0.69	
			5	1Jul89	30 1	1442		0.65	
			5	1Oct89	30 1	1330		0.74	8706
OXFORD PROPERTIES CANADA LIMITED	Oxford Properties Canada Limited	OXFORD PROPERTIES CDN DEBS	1						
	Calford Properties Ltd.			18Oct89	10 1	400000		78.50	7825000
PACIFIC NATIONAL FINANCIAL CORPORATION	Storie, Robert E.	9.5% CONVERTIBLE DEBENTURE	46						
	VenGrowth Capital Fund			14Sep89	20 1	500000			500000
PAGURIAN CORPORATION LIMITED, THE	Casgrain, Timothy W.	PAGURIAN CORP LTD CL A NON VTG	4	6Oct89	10	2800		8.62	2800
	Partneres Holdings Inc.		4	26Sep89	10 1	519554		8.25	519554
	South East Asia Plantation Company Limited, The		3	26Sep89	10	5000000		8.25	5000000
PARAMOUNT RESOURCES LTD.	Thomson, Alistair S.	PARAMOUNT RES LTD	8						
	Dumyat Holdings Ltd.			5Oct89	00 1				75000
PCL INDUSTRIES LIMITED	PCL Industries Limited	P C L INDS	1	29Sep89	87	8200		7.25 aprx.	8200
PENNZOIL COMPANY	Calabrese, Ronald J.	PENNZOIL CO	1	5Oct89	00				
PHILLIPS PETROLEUM COMPANY	Trust of the Thrift Plan of Phillips Petroleum Company Cede & Co.	PHILLIPS PETE CO	3	29Sep89	10 1	56965		26.75 aprx.	25740442
	Pitt & Co.		3	1Sep89	97 1		29276		547516
PLACER DOME INC.	McFarland, Cole E.	OPTIONS	7	28Aug89	76		500	17.875	33300
PLEXUS RESOURCES CORPORATION	Thomas, Craig Dalton	PLEXUS RES CORP	4	14Sep89	76	20000		3.30	48339
		PLEXUS RES CORP WT (DLTD)	4	14Sep89	76		20000	3.30	0
PMC CORPORATION	Rebick, Noel R.	PMC CORP	0	21Sep89	10	5000		0.55	
			0	26Sep89	10	5000		0.55	1238442
POCO PETROLEUMS LTD	Dunkley, Lyle Francis	POCO PETE LTD	5	20Oct89	76	10000		7.00	
			5	20Oct89	10		10000	9.00	2807
POWER CORPORATION OF CANADA	Kruyt, Peter	POWER CORP OF CDA OPTIONS	7	14Jun89	76		9000	8.49	51000
		POWER CORP OF CDA SUBORDINATE	7	17Jun89	10		8000	15.125	1000
	Power Corporation Of Canada		1	18Oct89	87	174300		15.00	114710702
POWER FINANCIAL CORPORATION	Kruyt, Peter	POWER FINC CORP	77	6Aug85	00				800
PROVIGO INC.	Arnold, Tandy D.	PROVIGO INC		26Sep89	10		1500	9.625	1294
	Merizzi, Jean-Claude		5	29Sep89	10	21100		9.75	21332
PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED	Dougherty, Robert J.	PUBLIC SERVICE ENT GRP INC	5	1Oct89	10	1		25.412	34
	Grevenitz, Curtis W.		5	10May89	97	8		25.412	271
	Morris, Everett L.		45	10May89	97	126		25.412	12044

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REA GOLD CORPORATION	Stys, Rudolph D.		5	10May89	97	14		25.412	956
	Heim, Robert C.	REA GOLD CORP	4	1Sep89	10		100	3.35	9900
			4	5Sep89	10		900	3.30	9000
			4	6Sep89	10		800	3.30	8200
			4	7Sep89	10		100	3.35	8100
			4	8Sep89	10		1000	3.30	7100
			4	20Sep89	10		1000	3.25	6100
			4	25Sep89	10		200	3.50	5900
			4	26Sep89	10		500	3.35	5400
			4	26Sep89	10		500	3.40	4900
			4	27Sep89	10		1000	3.40	3900
			4	29Sep89	10		1000	3.30	2900
	Tymkiw, Dmitri (Bill) W.		4	Oct89	00				30000
RED LAKE BUFFALO RESOURCES LTD	Breyfogle, Peter N.	RED LAKE BUFFALO RESOURCES LTD	4	26Sep89	00				
REGIONAL RESOURCES LTD.	Hanna, Kenneth George	REGIONAL RES LTD	5	3Oct89	10		2100	2.50	
			5	5Oct89	10		500	2.40	51450
			5	13Oct89	10 1		3900	2.35	
			5	18Oct89	10 1		10100	2.35	
			5	19Oct89	10 1		1100	2.50	13900
RENAISSANCE ENERGY LTD.	Gore, Brian H. Held In Trust RRSP	RENAISSANCE ENERGY LTD	5	30Sep89	10	329		22.21	2515
			5	30Sep89	00 1				913
			5	30Sep89	00 1				4762
	Horner, Stephen R. Held In Trust RRSP		5	30Sep89	30	250		22.21	2564
			5	30Sep89	00 1				913
			5	30Sep89	00 1				731
	Paget, James Robert		45	30Sep89	30	502		22.21	18169
			45	3Oct89	20		12322	22.125	5847
			45	4Oct89	76	30000		4.39	35847
			45	5Oct89	76		30000	22.25	5847
	Held In Trust Portage Investment Co. RRSP		45	30Sep89	00 1				913
			45	30Sep89	00 1				248
			45	30Sep89	00 1				1766
			45	30Sep89	00 1				9911
	Proll, Douglas A. Trust		5	30Sep89	30	250		22.21	1917
			5	30Sep89	00 1				249
	Thomson, John A. Portage Investment Co. RRSP Trust		5	30Sep89	30	388		22.21	15007
			5	30Sep89	00 1				118
			5	30Sep89	00 1				8076
			5	30Sep89	00 1				913
	Wierzba, Grant P. Held In Trust		5	Oct89	30	329		22.21	1121
			5	Oct89	00 1				913
	Woitak, Clayton H. Portage Investment Trust		45	30Sep89	30	572		22.21	68633
			45	30Sep89	00 1				184
			45	30Sep89	00 1				2679
RIO ALTO EXPLORATION LTD.	Robinson, David A.	RIO ALTO EXPL LTD	45	15Jun89	00				4000
ROCKWELL INTERNATIONAL CORPORATION	McCormick, William Thomas	ROCKWELL INTL CORP	4	16Oct89	10	1000		22.25	3000
ROGERS COMMUNICATIONS INC.	Besse, Ronald D.	ROGERS COMMUNICATIONS CONV DEB	4	12Sep89	97	150		1000.00	15000
	Catalano, William	ROGERS COMMUNICATIONS INC CL B	5	16Oct89	10		4000		6830
	In Trust		5	16Oct89	00 1				6366
	Laura Catalano		5	16Oct89	00 1				20
ROYAL BANK OF CANADA, THE	Galbraith, William Noel	ROYAL BANK OF CANADA, THE	5	18Oct89	10		1400	47.87	10
			5	18Oct89	10 1		700	48.00	0
	Newall, J. Edward	ROYAL BK CDA RT (DLTD)	4	29Sep89	10		5000	45.125	1070
	Tallman, Gordon Guy	ROYAL BANK OF CANADA, THE	4	22Sep89	30	330	25	43.00 aprx.	7017
ROYAL PACIFIC SEAFARMS LIMITED	Osborne, Richard	ROYAL PACIFIC SEAFARMS	73	23Sep89	10		4000	3.00	257133
			73	29Sep89	10		10000	2.70	
S.R. TELECOM INC.	LeBlanc & Royle Enterprises Inc.	S R TELECOM INC	3	17Oct89	10	12000		4.60	4608700
			3	17Oct89	10	700		4.55	4609400
SANDWELL SWAN WOOSTER INC.	McIntosh, George B.	SANDWELL SWAN WOOSTER INC.	6	16Oct89	22		100	40.00	0
SASKATCHEWAN TRUST COMPANY	Noren, Gerald E.	SASKATCHEWAN TRUST CO SUB-VTG	4	Oct89	99				193021

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	Northland Investments Ltd.		4	Oct89	99 1				
	Simcoe Investments Ltd		4	Oct89	99 1				
	Springdale Resources Ltd.		4	Oct89	99 1				
SCINTILORE EXPLORATIONS LIMITED	Newlore Investments Ltd.	SCINTILORE EXPL LTD	3	7Aug89	10	17308		1.00	17308
SEEL MORTGAGE INVESTMENT CORPORATION	Philpott, David Goodwin	SEEL MTG INVESTMENT CORP	4	5Sep89	00				125
	D.G. Philpott & Assoc. Ltd. RRSP		4	5Sep89	10 1		948	9.875	18052
			4	5Sep89	10 1	948		9.875	22306
	Verjee, Shaffique		45	26Jul89	00				7577
	825831 Ontario Ltd.		45	26Jul89	00 1				22222
	First City Trust		45	26Jul89	10 1	125		9.50	0
	RESP		45	26Jul89	00 1				738
SHAW INDUSTRIES LTD.	Bennett, Vernon Dixon	SHAW INDS LTD. CLASS A	5	5Oct89	10		10000	16.125	0
SHERRITT GORDON LIMITED	Mackiw, Vladimir N.	SHERRITT GORDON MINES LTD	4	11Oct89	20		4900	13.00	2705
SHL SYSTEMHOUSE INC.	Racine, Robert Canada Trust	SHL SYSTEMHOUSE INC	7	Oct89	10 1	53		10.80	501
SIGNTECH INC.	Berlet, Frederick Gordon Walter	SIGNTECH INC	4	18Oct89	10	500		2.60	15500
			4	18Oct89	10	1500		2.65	17000
SILCORP LIMITED	Findlay, Eric Fraser Execsil Corporation	SILCORP LTD CL A	345	9Aug89	20 1	34		16.00	126888
SIMCOE ERIE INVESTORS LIMITED	Kneale, Vernon H.	SIMCOE ERIE INVESTORS LTD	4	14Aug89	10		3000	9.00	36000
SLATER INDUSTRIES INC.	Fingold, David B.	SLATER STEELS CORP CLASS A	456						
	Fobasco Limited			Aug89	99 1				
	Wife		456	Aug89	99 1				
	Indirect Holding	SLATER STEELS CORP CLASS B	456	Aug89	99 1				
	Wife		456	Aug89	99 1				
	Fobasco Limited	SLATER STEELS CORP CLASS A	3	Aug89	99				1298900
		SLATER STEELS CORP CLASS B	3	Aug89	99				443900
	Rowley, James B.		5	Aug89	99				20000
SNC GROUP INC., THE	Gourdeau, Jean-Paul	SNC GROUP INC CLASS A	45	10Oct89	00				100
	Goulam Investments Inc.		45	10Oct89	00 1				157750
	Jeannine Gourdeau		45	10Oct89	00 1				2000
		SNC GROUP INC CLASS B	45	10Oct89	00				400
	Goulam Investments Inc.		45	10Oct89	00 1				37570
SOFTKEY SOFTWARE PRODUCTS INC.	Axworthy, Thomas	SOFTKEY SOFTWARE PRODUCTS	4	20Oct89	20	10000		1.40	20000
			4	6Oct89	10		7000	2.31	13000
	Baikowitz, Dr. Harry		10	20Oct89	20	10000		1.40	10000
			10	20Oct89	20	5000		1.40	15000
	Freeman, John A.	OPTIONS	4	Oct89	00				20000
		SOFTKEY SOFTWARE PRODUCTS	4	Oct89	99				27050
	Escrowed Principle		4	Oct89	00 1				49500
	Escrowed Property		4	Oct89	00 1				214950
	Muir, Robert		6	5Oct89	10		4400	2.25	10600
			6	5Oct89	10		500	2.30	10100
			6	5Oct89	10		100	2.35	10000
SOUTH AMERICAN GOLD FIELDS INC.	Sharp, Dennis A.	SOUTH AMERICAN GOLD FIELDS INC	4						
	CS Resource Management Inc.			19Sep89	76 1		40000	0.40	271370
			4	29Sep89	76 1	10000		0.46	271370
			4	29Sep89	76 1	40000		0.40	311370
SOUTHAM INC.	Rothwell, Leslie John	SOUTHAM INC	00	11Sep89	30	1000		31.94	23000
SPIRIT LAKE EXPLORATIONS LIMITED	Archibald, Charles William	SPIRIT LAKE EXPLS LTD	345	24Oct89	10		2000	1.50	415720
ST. GENEVIEVE RESOURCES LTD.	Gauthier, Pierre R.	ST GENEVIEVE RES LTD	4	6Oct89	10		20000	2.47	953111
SYNERGISTICS INDUSTRIES LIMITED	Cary, Kenneth B.	SYNERGISTICS INDS LTD CLASS A	45	11Aug89	10		6000	3.99	158902
	Duteau, Arthur Rehault		47	20Oct89	10	6000		4.30	160337
T & H RESOURCES LTD.	Jonpol Explorations Ltd.	T & H RESOURCES LTD	3	31Aug89	22	94100			2987030

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	Pollock, John Arthur		345	20Oct89	00				36000
	Jonpol Explorations Limited		345	20Oct89	99 1				
	Jonpol Investments Ltd.		345	20Oct89	00 1				69100
	RRSP		345	20Oct89	00 1				25000
TECK CORPORATION	Hallbauer, Robert Edward	TECK CORP CL B	45	Oct89	99				120000
	Keevil, Norman Bell	TECK CORP CL A	45	22Mar88	99	11500		17.00	19900
		TECK CORP CL B	45	22Mar88	99		11500		377300
			45	14Sep89	10		9600	23.13	367700
			45	15Sep89	10	2700		23.13	370400
			45	19Sep89	10		17500	23.75	352900
TELECOMMERCE CORPORATION, THE	Hirsh, Peter Joseph	TELECOMMERCE CORPORATION, THE	4						
	Innocorp Formations			1Sep89	10 1		5000	0.12	1155500
			4	8Sep89	10 1		5000	0.11	1150500
			4	11Sep89	10 1		9500	0.11	1141000
			4	13Sep89	10 1		5000	0.11	1136000
			4	21Sep89	10 1		5000	0.11	1131000
			4	22Sep89	10 1		5000	0.11	1126000
			4	27Sep89	10 1		50000	0.10	1076000
			4	27Sep89	10 1	5000		0.11	1081000
			4	28Sep89	10 1		5000	0.10	1076000
			4	29Sep89	10 1	2500		0.10	1078500
			4	29Sep89	10 1	10000		0.10	1088500
			4	29Sep89	10 1	10000		0.10	1098500
			4	29Sep89	10 1		5000	0.09	1093500
	Innocorp (formations) Limited		3	1Sep89	10		10000	0.12	2411000
			3	8Sep89	10		9000	0.11	2402000
			3	8Sep89	10		1000	0.11	2401000
			3	11Sep89	10		19000	0.11	2382000
			3	13Sep89	10		10000	0.11	2372000
			3	21Sep89	10		10000	0.11	2362000
			3	22Sep89	10		10000	0.11	2352000
			3	27Sep89	10		100000	0.10	2252000
			3	27Sep89	10	10000		0.11	2262000
			3	28Sep89	10		10000	0.10	2252000
			3	29Sep89	10	20000		0.10	2272000
			3	29Sep89	10	20000		0.10	2292000
			3	29Sep89	10	5000		0.10	2297000
			3	29Sep89	10		10000	0.09	2287000
	Innocorp Investors & Public Relations		4	8Sep89	10		10000	0.11	8147459
			4	14Sep89	10		15000	0.105	8132459
			4	28Sep89	10		10000	0.10	8122459
			4	29Sep89	10		5000	0.08	8117459
			4	29Sep89	10		2000	0.09	8115459
			4	29Sep89	10		5000	0.09	8110459
THORCO RESOURCES INC.	Henstock, Richard J. L.	THORCO RES INC	5	Oct89	00				406777
TIME AIR CORPORATION	Pickard, Glenn Edward Trust	TIME AIR CORP	00	Oct89	99				3750
			00	Oct89	99 1				1275
TOMBILL MINES LIMITED	Hogarth, Richard McRae	TOMBILL MINES LTD (DLTD)	5	16Sep89	10	100		1.70	28300
TORONTO SUN PUBLISHING CORPORATION, THE	Solway, Herbert Harold	TORONTO SUN PUBG CORP	4	24Oct89	10		5000	25.625	20078
			4	30Oct89	10		238	25.48	19840
TORONTO-DOMINION BANK	COOK-BENNETT, Gail Carol Annabel	TORONTO DOMINION BANK	4	24Oct89	10	2000		21.625	2000
	Sauder, William Lawrence		4	31Jul89	35	20837			41674
TRANS-DOMINION ENERGY CORPORATION	Fairfax Financial Holdings Limited	TRANS DOMINION ENERGY CORP	3						
	Chequers Insurance Company			12Oct89	00 1				500000
	Markel Insurance Company Of Canada		3	12Oct89	00 1				494868
	Otter Dorchester Insurance Company Of Canada	TRANS-DOMINION CL A PRF SER A	3	12Oct89	00 1				75000
	Chequers Insurance Company		3	12Oct89	00 1				2222222
TRANSALTA UTILITIES CORPORATION	Barry, Edward J.	TRANSALTA UTILITIES CORP	5	1Oct89	30	219		13.962	2425
	E. J. Barry Family Holdings Ltd.		5	1Oct89	00 1				9643
	Fraser, William Lawrence		5	1Oct89	30			13.962	533
	Schaefer, Harry George Pascal Securities Ltd.		5	1Oct89	30	1			56
			5	1Oct89	30 1	130		13.962	7659
	Westbury, Robert Colin Peter		5	1Oct89	30	15		13.962	892
TRIDEL ENTERPRISES INC.	Page, Austin P.	TRIDEL ENTERPRISES INC	00	16Oct89	10	2000		18.00	30580
			00	17Oct89	10	5000		17.75	35580
			00	17Oct89	10	2800		17.50	38380

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			00	17Oct89	10	300		17.375	38680
			00	19Oct89	10	500		17.75	39180
			00	19Oct89	10	500		17.75	39680
			00	20Oct89	10	700		17.75	40380
TRIZEC CORPORATION LTD.	Canadian National Railway Company	TRIZEC CORP LTD	3	18Oct89	10	9600		29.00	6409600
			3	27Oct89	10	5100		29.25	6414700
			3	27Oct89	10	5100		29.50	6419800
	Ellman, Albert J. Bayne & Company	TRIZEC CORP LTD CLASS A	58	6Oct89	10 1		11250	28.50	36375
	Van Apeldoorn, Douglas K. Bayne & Co.		58	28Sep89	30	2250		10.89	4875
			58	28Sep89	00 1				13500
		TRIZEC CORP LTD CLASS B	58	28Sep89	00				2325
TUNDRA GOLD MINES LIMITED	Applegath, Albert W.	TUNDRA GOLD MINES LTD	453	Oct89	00				4
	Stock Option Plan		453	Oct89	00 1				
U.S. PRECIOUS METALS INC.	Eacrett, Douglas E.	U S PRECIOUS METALS OPTIONS	5	1Aug89	46		50000	1.00	0
			5	1Aug89	96	35000		0.80	35000
	Spring, Wayne Harbour Management	U S PRECIOUS METALS INC	4	23Aug89	00				150000
			4	23Aug89	90 1	10000			10000
		U S PRECIOUS METALS OPTIONS	4	1Aug89	46		50000	1.05	0
			4	1Aug89	96	125000		0.80	125000
ULTRAMAR PLC.	Gaulin, Jean	ULTRAMAR PLC	4	20Oct89	35	204		3.31 £	23074
UNICORP CANADA CORPORATION	Cooper, Wilfred J.	UNICORP CDA CORP CL A NON-VTG	7	Oct89	96	50000			50000
	Employee Share Ownership Plan		7	15Apr89	30 1	249		7.50	2378
			7	15May89	30 1	254		7.35	2632
			7	15Jun89	30 1	386		7.10	3018
			7	15Jul89	30 1	261		7.48	3279
			7	15Aug89	30 1	286		7.20	3565
			7	1Sep89	97 1		3565	7.20	0
			7	15Sep89	30 1	341		7.00	341
	Goodreau, Ida Jacqueline Cananda Trust		7						
			7	15Apr89	30 1	143		7.50	1355
			7	15May89	30 1	145		7.35	1500
			7	15Jun89	30 1	232		7.10	1732
			7	15Jul89	30 1	152		7.48	1884
			7	15Aug89	30 1	167		7.20	2051
			7	15Sep89	30 1	200		7.00	2251
	Kemble, Barry John		7	29Apr89	25	1404		7.50	1404
	Employee Share Ownership Plan		7	15Apr89	30 1	148		7.50	1404
			7	29Apr89	25 1		1404	7.50	0
			7	15May89	30 1	152		7.35	152
			7	15Jun89	30 1	241		7.10	393
			7	15Jul89	30 1	157		7.48	550
			7	15Aug89	30 1	177		7.20	727
			7	15Sep89	30 1	189		7.00	916
	Moore, Donald Joseph		7	30Mar89	30	1678		7.62	7678
	Employee Share Ownership Plan		7	30Mar89	30 1		1678	7.62	1
			7	15Apr89	30 1	197		7.50	198
			7	15May89	30 1	201		7.35	399
			7	15Jun89	30 1	286		7.10	685
			7	15Jul89	20 1	208		7.48	893
			7	15Aug89	30 1	229		7.20	1122
			7	15Sep89	30 1	247		7.00	1369
VENTECH HEALTHCARE CORPORATION INC.	Kendall, Gerald R.	VENTECH HEALTHCARE COMMON	45	Sep89	10		26200		81800
VTL VENTURE CORP.	VTL Venture Corp.	VTL VENTURE CORP CLASS A	1	5Oct89	87	7000	7000	0.08	0
			1	11Oct89	87	5000	5000	0.08	0
			1	31Oct89	87	3000	3000	0.08	0
WAJAX LIMITED	Sobey, Donald R.	WAJAX LIMITED CLASS A COMMON	46	Oct89	99				3073
	Donald R. Sobey Investments Ltd.		46	Oct89	99 1				92530
	Sumac Corp Ltd		46	Oct89	99 1				10800
WALL FINANCIAL CORPORATION	Redekop, John	WALL FINANCIAL CORPORATION	4	8Aug88	84	520960			781440
			4	6Sep89	10	500		4.25	781940
			4	7Sep89	10	500		4.30	782440
			4	11Sep89	10	1000		4.30	783440
			4	12Sep89	10	500		4.35	783940
			4	13Sep89	10	1000		4.20	784940
			4	13Sep89	10	500		4.25	785440
			4	13Sep89	10	100		4.55	785540

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
			4	15Sep89	10	200		4.70	785740
			4	21Sep89	10	200		4.70	785940
			4	22Sep89	10	300		4.70	786240
			4	22Sep89	10	200		4.75	786440
			4	27Sep89	10	1500		4.70	787940
			4	27Sep89	10	300		4.75	788240
			4	28Sep89	10	2000		4.60	790240
			4	29Sep89	10	1500		4.70	791740
			4	29Sep89	10	700		4.70	792440
			4	29Sep89	10	200		5.00	792640
	John Redekop Holdings Ltd.		4	8Aug88	84 1	991328			1486992
WALWYN INC	Adair, Colin J.	WALWYN INC	7	24Oct89	00				50000
	Colin J. Adair Cnst.		7	24Oct89	10 1	10000		3.00	10000
	Ash, Peter Sanson	OPTIONS	457	31Oct89	46		8500		0
		WALWYN INC	457	24Oct89	10		10000	3.00	21001
	Watsa, Vivian P.		46	24Oct89	00				94000
WESTCOAST ENERGY INC.	Neville, William Henry	WESTCOAST ENERGY INC.	4	31Mar89	00				500
	Div. Reinv. Plan		4	31Mar89	30 1	3		16.19	7
			4	30Jun89	30 1	6		17.60	13
			4	30Sep89	30 1	6		18.73	19
			4	30Sep89	30 1	126		19.71	145
WESTERN CORPORATE ENTERPRISES INC.	Turner, Ross James	WESTERN CORP ENT	4	10Oct89	10				153472
WESTERN D'ELDONA RESOURCES LIMITED	Monachello, David A.	WESTERN D'ELDONA RES LTD	6						
	Spouse			22Sep89	10 1	167		1.15	167
			6	28Sep89	10 1	167		1.25	334
			6	28Sep89	10 1	500		1.29	834
			6	29Sep89	10 1	166		1.30	1000
			6	18Oct89	10 1	33		1.40	1033
			6	18Oct89	10 1	1000		1.44	2033
			6	18Oct89	10 1	1033		1.45	3066
	Sinclair, Robert McKinnon		45	18Oct89	10	33		1.40	1533
			45	18Oct89	10	1000		1.44	2533
			45	18Oct89	10	1033		1.45	3566
WESTLEY MINES LIMITED	Chan, Donna S.	WESTLEY MINES LTD OPTION	5	11Aug89	96	20000			20000
			5	11Aug89	97		20000		0
	Diner, Yehuda		5	11Aug89	97		30000		0
			5	11Aug89	96	30000			30000
	Hamilton, C. Michael		5	11Aug89	96	30000	30000		30000
WINPAK LTD.	Berry, Bruce J.	WINPAK LTD	5						
	Swissvac			21Sep89	20 1	127450		13.00	127450
	Sysao Corp.		3	21Sep89	20		357200	13.00	129851
WOODWARD'S LIMITED	Confederation Life Insurance Company	WOODWARDS LTD CLASS A	3	10Oct89	00				969717
	C.N.W. Woodward Ltd.		3	10Oct89	00 1				2157
	Conf. Life Pension Inv. Management		3	10Oct89	00 1				403621
	Douglas Lake Investments Ltd.		3	10Oct89	00 1				43310
	Elmwood Ltd.		3	10Oct89	00 1				79977
		WOODWARDS LTD CLASS B	3	10Oct89	00 1				179580
	Douglas Lake Investments Ltd.	WOODWARDS LTD CLASS C	3	10Oct89	00 1				199982
	Elmwood Ltd.		3	10Oct89	00 1				314412

Chapter 8

Notices of Exempt Financings

8.1 REPORTS OF TRADES SUBMITTED ON FORM 20

Trans. Date	Purchaser	Security	Price (\$)	Amount
17Oct89	Gordon Capital Corporation	Beneficial Canada Inc. - 10.80% Debentures	5,000,000	5,000,000
29Sep89	29 Purchasers	#Brockport Limited Partnership - Partnership Interests	7,144,000	47
29Sep89	Policy 6.1 E	Commstar Ltd. - Debenture	1,000,000	1,000,000
26Oct89	4 Purchasers	#De Thomas Tax Planners Real Estate Limited Partnership Series 89R-23 - Units	425,000	25
23Oct89	Grandsen, Bryan E.W.	Diasyn Technologies Limited, - Debenture	200,000	170,000 (U.S.)
23Oct89	Grandsen, Angela E.	Diasyn Technologies Limited, - Units	235,000	470,000
4Oct89	7 Purchasers	Enron Oil & Gas Company - Common Shares	1,893,750	101,000
12Oct89	Policy 6.1E	F.I.T. For Work Centres Limited Partnership - Units	2,150,000	86
13Oct89	3 Purchasers	Golden Grid plc. "Amended" - Units	620,235	30,000
14Aug89	Aladdin Holdings Limited	International Petroleum Corporation "Amended" - Common Shares	25,000	350,000
14Aug89	Southern Prospecting International Holdings Inc.	International Petroleum Corporation "Amended" - Common Shares	25,000	35,000
27Sep89	2 Purchasers	Northquest Ventures Inc. - Common Shares	50,000	125,000
19Oct89	Policy 6.1 E	Pilgrim's Way - Units	2,801,200	2,801,200
18Oct89	Corona Corporation	Prime Resources Corporation - Common Shares	10,397,891	5,697,475
18Oct89	Corona Corporation	Prime Resources Corporation - Common Shares	7,852,108	4,302,525
29Sep89	23 Purchasers	Straight Egyptian Investments VI Limited Partnership - Limited Partnership Units	400,000	25
17Oct89	Policy 6.1E	Sunroot Limited Partnership - Units	750,000	20
8Sep89	NIM and Company, Limited Partnership - 1989	Teeshin Resources Ltd. - Common Shares	300,000	1,000,000
18Oct89	Sun Life Assurance Company of Canada	Universal Flavors - Canada, Incorporated - 10.93% Senior Note	7,000,000	1
20Oct89	Goulet, Stephane Dr.	Victoria Graphite Inc. - Common Shares	150,000	150,000
29Sep89	Frank Dimant	Wentwood Place Limited Partnership - Limited Partnership Units	40,000	40,000

8.2 RESALE OF SECURITIES -- (FORM 21)

<u>Date of Resale</u>	<u>Date of Orig. Purchase</u>	<u>Seller</u>	<u>Security</u>	<u>Price (\$)</u>	<u>Amount</u>
20Oct89	29Jul88	Helca Mining Company of Canada Limited	Biron Bay Resources Limited - Common Shares	12,400	10,000
25Oct89	29Jul88	Helca Mining Company of Canada Limited	Biron Bay Resources Limited - Common Shares	1,072	800
26Oct89	29Jul88	Helca Mining Company of Canada Limited	Biron Bay Resources Limited - Common Shares	12,400	10,000
27Sep89	30Dec87	Davidson, Thomas N.	Consolidated Brinco Limited - Class A and Common Shares	9,900	2,000
29Sep89	30Dec87	Davidson, Thomas N.	Consolidated Brinco Limited - Class A and Common Shares	39,600	8,000
11Sep89	30Jun89	Middlefield Resource Fund 1988 Limited Partnership II	Greenstone Resources Ltd. - Common Shares	25,000	5,000
11Sep89	30Jun89	Middlefield Resource Fund 1988 Limited Partnership II	Greenstone Resources Ltd. - Common Shares	45,000	8,000
26Oct89	15May88	Middlefield Resource Fund 1988 Limited Partnership II	Minnova Inc. - Common Shares	50,650	2500

8.3 REPORTS MADE UNDER SUBSECTION 5 OF SECTION 71 OF THE ACT
WITH RESPECT TO OUTSTANDING SECURITIES OF A PRIVATE COMPANY
THAT HAS CEASED TO BE A PRIVATE COMPANY -- (FORM 22)

<u>Name of Company</u>	<u>Date the Company Ceased to be a Private Company</u>
Universal Flavors - Canada, Incorporated	12Oct89

8.4 NOTICE OF INTENTION TO DISTRIBUTE SECURITIES
PURSUANT TO SUBSECTION 7 OF SECTION 71 -- (FORM 23)

<u>Seller</u>	<u>Security</u>	<u>Amount</u>
Kondrat, A.T.	Banro Capital Group Inc. - Common Shares	1,080,000
Hargrave, John	Barron Hunter Hargrave Strategic Resources Inc. - Common Shares	1,248,2000
Estate of Samuel N. Cohen	Gendis Inc. - Class A Shares	6,000

Chapter 9

Legislation

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

Chapter 10

Public Filings

115 Saulters Street Limited Partnership

Private Placement (Form 20) dated Oct. 16, 1989

1989 Master/NC Oil & Gas Development Partnership

Material Change Report (Form 27) dated Oct. 24, 1989

ABM Gold Corp.

Certificate of Mailing, Oct. 19, 1989

Joint Management Proxy Circular dated Oct. 16, 1989

Merger Amalgamation Arrangement dated Oct. 16, 1989

Form 10K Dec. 31, 1988

Acadia Mineral Ventures Limited

News Release, Oct. 30, 1989

Actifund Ltd.

Information Circular/Proxy/Notice of Shareholders' Meeting dated Oct. 11, 1989
Proxy dated Oct. 25, 1989

Advance Realty Corporation

Interim Financial Statements for 03 mn period ended Aug. 31, 1989

Advanced Gravis Computer Tech. Ltd.

News Release, Oct. 24, 1989

Material Change Report (Form 27) dated Oct. 27, 1989

AGF Excel Canadian Equity Fund

Application dated Oct. 13, 1989

Agora Government Securities Fund

Ruling/Order/Reasons dated Oct. 31, 1989

Agora U.S. Increasing Dividend Fund

Ruling/Order/Reasons dated Oct. 31, 1989

Agra Industries Limited

News Release, Oct. 26, 1989

News Release, Oct. 26, 1989

Air Niagara Express Inc.

News Release, Oct. 24, 1989

News Release, Oct. 24, 1989

Alberta Energy Company Ltd.

Preliminary Prospectus dated Oct. 23, 1989,
Oct. 23, 1989

Alberta Natural Gas Company Ltd.

News Release, Oct. 30, 1989

Notice of Hearing dated Oct. 13, 1989

Alcan Aluminium Limited

News Release, Oct. 25, 1989

News Release, Oct. 26, 1989

News Release, Oct. 26, 1989

T.S.E. Material, Oct. 24, 1989

Dividend Notice, Oct. 26, 1989

News Release, Oct. 26, 1989

News Release, Oct. 25, 1989

Notice of Intention to Make an Issuer Bid

(Form 31) dated Oct. 27, 1989

News Release, Oct. 26, 1989

Algonquin Mercantile Corporation

News Release, Oct. 13, 1989

Report of Acquisition (Reg. S-100) dated Oct. 19, 1989

Material Change Report (Form 27) dated Oct. 25, 1989

Altamira Balanced Fund

Simplified Prospectus dated Oct. 20, 1989

Message From Revenue Canada, Taxation dated Oct. 20, 1989

Portfolio Publication dated Sep. 30, 1989

Altamira Bond Fund

Simplified Prospectus dated Oct. 20, 1989

Message from Revenue Canada, Taxation dated Oct. 20, 1989

Portfolio Publication dated Sep. 30, 1989

Altamira Capital Growth Fund

Simplified Prospectus dated Oct. 20, 1989

Message from Revenue Canada, Taxation dated Oct. 20, 1989

Portfolio Publication dated Sep. 30, 1989

Altamira Diversified Fund

Simplified Prospectus dated Oct. 20, 1989

Message from Revenue Canada, Taxation dated Oct. 20, 1989

Portfolio Publication dated Sep. 30, 1989

Altamira Equity Fund

Simplified Prospectus dated Oct. 20, 1989

Message from Revenue Canada, Taxation dated Oct. 20, 1989

Portfolio Publication dated Sep. 30, 1989

Altamira Growth & Income Fund

Simplified Prospectus dated Oct. 20, 1989

Message from Revenue Canada, Taxation dated Oct. 20, 1989

Portfolio Publication dated Sep. 30, 1989

Altamira Income Fund

Simplified Prospectus dated Oct. 20, 1989

Message from Revenue Canada, Taxation dated Oct. 20, 1989

Portfolio Publication dated Sep. 30, 1989

Altamira Special Growth Fund

Simplified Prospectus dated Oct. 20, 1989

Message from Revenue Canada, Taxation dated Oct. 20, 1989

Portfolio Publication dated Sep. 30, 1989

AMCA International Limited

Material Change Report (Form 27) dated Oct. 13, 1989

Amca Resources Limited

Record Date/Meeting Date - Nov. 16.89 - Dec. 21.89 dated Oct. 24, 1989, Oct. 24, 1989

American Barrick Resources Corporation

News Release, Oct. 24, 1989

News Release, Oct. 24, 1989

Change of Directors, Oct. 23, 1989

American Eagle Petroleum Limited

News Release, Oct. 25, 1989

American Express Company

News Release, Oct. 23, 1989

Amherst Industries Inc.

Interim Financial Statements for 09 mn period ended Sep. 30, 1989

Anglo Canadian Mining Corporation

News Release, Oct. 20, 1989

Ansil Resources Limited

Interim Financial Statements for 06 mn period ended Sep. 30, 1989

Arbutus Ridge Development Limited Partnership

Prospectus dated Oct. 18, 1989, Oct. 18, 1989

Argus Corporation Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1989

Arjon Gold Mines Limited

Interim Financial Statements for 06 mn period ended Sep. 30, 1989

Ascot Limited Partnership

Information Circular/Proxy/Notice of Shareholders' Meeting dated Oct. 18, 1989

Astral Bellevue Pathe Inc.

Interim Financial Statements for 06 mn period ended Aug. 31, 1989

Astwood Park Resources Inc.

Change of Address dated Oct. 18, 1989

Athabaska Gold Resources Limited

News Release, Oct. 23, 1989

Atlantic Goldfields Inc.

Change of Auditors (Policy 31) dated Oct. 25, 1989

Atlantis Resources Ltd.

News Release, Oct. 30, 1989

Aurlot Explorations Ltd.

Interim Financial Statements for 06 mn period ended Aug. 31, 1989

Avatar Resource Corporation

Record Date/Meeting Date - Nov. 6.89 - Dec. 21.89 dated Oct. 25, 1989, Oct. 25, 1989

Avcorp Industries Inc.

Change of Address dated Oct. 20, 1989

Change of Insiders dated Oct. 5, 1989

Azoico Ltd.

Letter to Shareholders, Oct. 19, 1989

News Release, Oct. 6, 1989

Interim Financial Statements for 06 mn period ended Sep. 30, 1989

Certificate of Mailing, Oct. 19, 1989

Signed Information Circular dated July 21, 1989

Ballemare Syndicate

Prospecting Syndicate Agreement dated Oct. 25, 1989, Oct. 25, 1989

The Balmoral Club Limited Partnership

Certificate of Mailing, Oct. 25, 1989

Form 6_k for the Second Quarter of 1989

dated Oct. 18, 1989

Form 6-K for the Month of October dated Oct. 24, 1989

Band-Ore Gold Mines Limited

Exempt Financing Notice dated Oct. 23, 1989

Banister Continental Ltd.

News Release, Oct. 26, 1989

Form 10Q for 09 mn period ended Sep. 30, 1989

Bank of Montreal

News Release, Oct. 24, 1989
 News Release, Oct. 24, 1989
 Material Change Report (Form 27) dated Oct. 24, 1989
 News Release, Oct. 30, 1989

Banro Capital Group Inc.

Notice of Intent to Sell Securities (Form 23) dated Oct. 25, 1989

Barrincorp Industries Inc.

Directors' or Officers' Circular (Form 35) dated Oct. 20, 1989
 Takeover Bid Circular (Form 32) dated Oct. 20, 1989
 Interim Financial Statements for 06 mn period ended Aug. 31, 1989
 T.S.E. Material, Oct. 27, 1989

Barron Hunter Hargrave Strategic Resources Inc.

Notice of Intent to Sell Securities (Form 23) dated Oct. 27, 1989

Baton Broadcasting Incorporated

News Release, Oct. 27, 1989

BCE Inc.

News Release, Oct. 25, 1989

BCE Mobile Communications Inc.

News Release, Oct. 24, 1989

Bell Canada

News Release, Oct. 27, 1989

Belmoral Mines Ltd.

News Release, Oct. 30, 1989

Benchmark Townhouse Development Partnership (89-3)

Private Placement (Form 20) dated Oct. 23, 1989

Beneficial Canada Inc.

Private Placement (Form 20) dated Oct. 18, 1989

Benetton Group S.P.A.

Interim Financial Statements for 06 mn period ended June 30, 1989

Bethlehem Resources Corporation

News Release, Oct. 24, 1989
 News Release, Oct. 24, 1989

Big Bay Point Resorts Inc.

News Release, Oct. 25, 1989

Black Gregor Explorations Ltd.

Audited Annual Financial Statement May 31, 1989

Black Hawk Mining Inc.

News Release, Oct. 26, 1989
 Ruling/Order/Reasons dated Oct. 5, 1989

Bonar Inc.

Interim Financial Statements for 09 mn period ended Sep. 2, 1989
 Certificate of Mailing, Oct. 24, 1989
 Form 6-K for the Months of October 1989 dated Oct. 18, 1989
 Information Circular/Proxy/Notice of Shareholders' Meeting dated Oct. 13, 1989
 News Release, Oct. 27, 1989

BPI Canadian Bond Fund

Certificate of Mailing, Oct. 16, 1989
 Audited Annual Financial Statement June 30, 1989
 Commercial Copy of Simplified Prospectus dated Oct. 5, 1989

BPI Canadian Equity Fund

Certificate of Mailing, Oct. 16, 1989
 Audited Annual Financial Statement June 30, 1989
 Commercial Copy of Simplified Prospectus dated Oct. 5, 1989

BPI Emerging Growth Fund

Certificate of Mailing, Oct. 16, 1989
 Audited Annual Financial Statement June 30, 1989
 Commercial Copy of Simplified Prospectus dated Oct. 5, 1989

The BPI Europe & Far East Fund

Amended and Restated Simplified Prospectus dated Oct. 4, 1989, Oct. 4, 1989

BPI Global Equity Fund

Certificate of Mailing, Oct. 16, 1989
 Audited Annual Financial Statement June 30, 1989
 Commercial Copy of Simplified Prospectus dated Oct. 5, 1989

BPI High Yield Fund

Certificate of Mailing, Oct. 16, 1989
 Audited Annual Financial Statement June 30, 1989
 Commercial Copy of Simplified Prospectus dated Oct. 5, 1989

BPI Money Market Fund

Certificate of Mailing, Oct. 16, 1989
 Audited Annual Financial Statement June 30, 1989
 Commercial Copy of Simplified Prospectus dated Oct. 5, 1989

BPI Option Equity Fund

Certificate of Mailing, Oct. 16, 1989
 Audited Annual Financial Statement June 30, 1989
 Commercial Copy of Simplified Prospectus dated Oct. 5, 1989

Braminco Mines Limited

Interim Financial Statements for 06 mn period ended Sep. 30, 1989

Brewbac Resources Inc.

Interim Financial Statements for 03 mn period ended June 30, 1989

British Columbia Telephone Company

Interim Financial Statements for 09 mn period ended Sep. 30, 1989

Brockport Limited Partnership

Private Placement (Form 20) dated Oct. 19, 1989
 Offering Memorandum dated Aug. 18, 1989

Browning Communications Inc.

Certificate of Mailing, Oct. 24, 1989
 Audited Annual Financial Statement June 30, 1989
 Letter to Shareholders, Oct. 24, 1989
 Information Circular/Proxy/Notice of Shareholders' Meeting dated Oct. 24, 1989
 Interim Financial Statements for 03 mn period ended Sep. 30, 1989

Bruncor Inc.

News Release, Oct. 25, 1989

Burgess Point Resources Inc.

Interim Financial Statements for 03 mn period ended Aug. 31, 1989

C.H.I. Grand Forks Hotel Limited Partnership

Interim Financial Statements for 06 mn period ended June 30, 1989

Cabre Exploration Ltd.

Special Meeting Scheduled for November 14, 1989 Cancelled dated Oct. 18, 1989

Cache D'Or Resources Inc.

Record Date/Meeting Date - Nov. 2.89 - Dec. 8.89 dated Oct. 26, 1989, Oct. 26, 1989

CAE Industries Ltd.

News Release, Oct. 30, 1989

The Caldwell Partners International Inc.

News Release, Oct. 25, 1989

Calpine Resources Incorporated

Re: Scheduled Record Date dated Oct. 24, 1989
 Record Date Changed to November 2, 1989 dated Oct. 26, 1989

Cambior Inc.

News Release, Oct. 26, 1989
 News Release, Oct. 26, 1989
 News Release, Oct. 26, 1989

Campbell Soup Company Ltd.

Annual Report July 31, 1989
 Information Circular/Proxy/Notice of Shareholders' Meeting dated Oct. 25, 1989
 Certificate of Mailing, Oct. 30, 1989

Campeau Corporation

Schedule 13D Dated September 18, 1989 dated Sep. 18, 1989

Can-Mac Exploration Ltd.

Application dated Oct. 24, 1989

Canada Northwest Energy Limited

Notice of Retraction Privilege dated Oct. 20, 1989
 Letter of Transmittal dated Oct. 31, 1989
 Certificate of Mailing, Oct. 26, 1989
 Letter to Shareholders, Oct. 20, 1989

Canada Trustco Mortgage Company

Interim Financial Statements for 09 mn period ended Sep. 30, 1989
 CT Financial Services Inc. Consolidated Fin. Stmt. Sep. 30, 1989
 Consolidated Financial Statements as at September 30, 1989

Canadian Entertainment Investors No. 8 & Co. Ltd Partnership

Preliminary Prospectus dated Oct. 20, 1989, Oct. 20, 1989

Canadian Entertainment Investors No.1 & Co. Ltd. Partnership

Ruling/Order/Reasons dated Oct. 20, 1989
 Ruling/Order/Reasons dated Oct. 24, 1989

Canadian General Investments Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1989
 Interim Financial Statements for 09 mn period ended Sep. 30, 1989

Canadian Marconi Company

News Release, Oct. 19, 1989

Canadian Occidental Petroleum Ltd.

News Release, Oct. 30, 1989

Canadian Pacific Forest Products Limited

Certificate of Mailing, Oct. 20, 1989

Canadian Property Investors Trust

Alberta Securities Commission Cease Trade Order dated Oct. 25, 1989

Canadian Satellite Communications Inc.

Report of Acquisition (Reg. S-100) dated Oct. 23, 1989

Canadian Utilities Limited

News Release, Oct. 24, 1989
Dividend Notice, Oct. 24, 1989

Canamax Resources Inc.

Exempt Financing Notice dated Oct. 18, 1989

CanCapital Corporation

News Release, Oct. 24, 1989
T.S.E. Material, Oct. 25, 1989

Canfor Corporation

News Release, Oct. 27, 1989
News Release, Oct. 27, 1989

Canlan Investment Corporation

Re: Fairness Opinion dated Sep. 22, 1989
Takeover Bid Circular (Form 32) dated Oct. 24, 1989
News Release, Oct. 24, 1989
Directors' or Officers' Circular (Form 35) dated Oct. 30, 1989

Canron Inc.

News Release, Oct. 26, 1989

Captain's Equity Fund

Record Date/Meeting Date - Oct. 31.89 - Dec. 5.89 dated Oct. 24, 1989, Oct. 24, 1989

Captain's Income Fund

Record Date/Meeting Date - Oct. 31.89 - Dec. 5.89 dated Oct. 24, 1989, Oct. 24, 1989

Cara Operations Limited

News Release, Oct. 26, 1989

Carolco Pictures Inc.

News Release, Oct. 26, 1989
Record Date Changed to November 10, 1989 dated Oct. 30, 1989

Carolian Systems International Inc.

News Release, Oct. 24, 1989

Carolin Mines Ltd.

Letter to Shareholders, Oct. 16, 1989
Information Circular/Proxy/Notice of Shareholders' Meeting dated Oct. 16, 1989
Audited Annual Financial Statement May 31, 1989

Carpita Corporation

News Release, Oct. 27, 1989
Interim Financial Statements for 06 mn period ended Aug. 31, 1989

Cartier Resources Inc.

Change of Directors and Officers dated Oct. 13, 1989

Cascade Fertilizers Ltd.

News Release, Oct. 24, 1989

Cassiar Mining Corporation

News Release, Oct. 26, 1989
News Release, Oct. 26, 1989

CB Pak Inc.

News Release, Oct. 26, 1989
News Release, Oct. 26, 1989

CBB Capital Ltd.

Record Date/Meeting Date - Nov. 14.89 - Dec. 19.89 dated Oct. 24, 1989, Oct. 24, 1989
Private Placement (Form 20) dated Oct. 20, 1989

CCL Industries Inc.

News Release, Oct. 26, 1989
News Release, Oct. 27, 1989

CCW System Ltd.

News Release, Oct. 18, 1989

Central Capital Corporation

News Release, Oct. 25, 1989
News Release, Oct. 25, 1989
T.S.E. Material, Oct. 24, 1989

Central Crude Limited

News Release, Oct. 24, 1989

Century Energy Corporation

Annual Meeting Scheduled for Dec. 8.89 Has Been Cancelled dated Oct. 25, 1989

Century Technologies Inc.

News Release, Oct. 25, 1989

Cessland Corporation Limited

Material Change Report (Form 27) dated Oct. 23, 1989
Material Change Report (Form 27) dated Oct. 25, 1989

CFCF Inc.

News Release, Oct. 25, 1989

CFS Group Inc.

News Release, Oct. 26, 1989

Chai-Na-Ta Ginseng Products Limited

News Release, Oct. 23, 1989
T.S.E. Material, Oct. 19, 1989

Charan Industries Inc.

News Release, Oct. 27, 1989

Chateau Janeville Apartment Project

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CME Capital Inc.

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Continental Research Exploration & Development Ltd.

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- Masonic Temple Corporation Limited**
Ruling/Order/Reasons dated Oct. 27, 1989
- Massive Resources Limited**
Alberta Securities Commission Interim Cease Trade Order dated Oct. 25, 1989
Audited Annual Financial Statement Apr. 30, 1989
- Maxwell Communication Corporation plc**
News Release, Oct. 30, 1989
- McArthur Mills Explorations Ltd.**
Record Date/Meeting Date - Nov. 15.89 - Dec. 20.89 dated Oct. 20, 1989, Oct. 20, 1989
Ruling/Order/Reasons dated Sep. 28, 1989
- McNellen Resources Inc.**
Annual Report June 30, 1989
Information Circular/Proxy/Notice of Shareholders' Meeting dated Sep. 30, 1989
News Release, Oct. 13, 1989
- Megalode Resources Inc.**
Certificate of Mailing, Oct. 18, 1989
- Mercator Resource Corporation**
Private Placement (Form 20) dated Oct. 19, 1989
- Meridian Technologies Inc.**
News Release, Oct. 24, 1989
- Merieux Canada Holdings Limited**
Takeover Bid Circular (Form 32) dated Oct. 26, 1989
- Merrill Lynch Pacific Fund**
Private Placement (Form 20) dated Oct. 19, 1989
- Microbe Corporation**
Audited Annual Financial Statement Mar. 31, 1989
Interim Financial Statements for 06 mn period ended Sep. 30, 1989
- Middlefield Resource Fund 1989 II Limited Partnership**
Prospectus dated Oct. 18, 1989, Oct. 18, 1989
- Midrim Mining Company Limited**
Material Change Report (Form 27) dated Oct. 23, 1989
Audited Annual Financial Statement Dec. 31, 1988
Interim Financial Statements for 06 mn period ended June 30, 1989
- Minera Rayrock Inc.**
Report of Acquisition (Reg. S-100) dated Oct. 24, 1989
Record Date/Meeting Date - Nov. 15.89 - Dec. 20.89 dated Oct. 25, 1989, Oct. 25, 1989
- Minerex Resources Ltd.**
Interim Financial Statements for 06 mn period ended Aug. 31, 1989

Minnova Inc.

News Release, Oct. 25, 1989
 News Release, Oct. 25, 1989
 Resale of Exempted Security Report (Form 21)
 dated Oct. 26, 1989

Monac Acoustic Monitoring International Corporation

Preliminary Prospectus dated Oct. 24, 1989,
 Oct. 24, 1989

Monk Gold & Resources Limited

Audited Annual Financial Statement Feb. 28,
 1989
 Interim Financial Statements for 03 mn period
 ended May 31, 1989

Monte Carlo Gold Mines Ltd.

Private Placement (Form 20) dated Sep. 20,
 1989

Montreal Trustco Inc.

News Release, Oct. 25, 1989

Mortgage-Backed Securities Trust

Offering Memorandum dated Oct. 12, 1989

Moss Resources Ltd.

Interim Financial Statements for 09 mn period
 ended Aug. 31, 1989
 Certificate of Mailing, Oct. 26, 1989

Motorcade Industries Limited

Interim Financial Statements for 09 mn period
 ended Aug. 31, 1989

MPG Investment Corporation Limited

Signed Information Circular dated Sep. 22,
 1989

Mr. Jax Fashions Inc.

Interim Financial Statements for 09 mn period
 ended Aug. 31, 1989

MRF 1989 II Mutual Fund Limited

Prospectus dated Oct. 18, 1989, Oct. 18, 1989

MRP Waste Management Corp

Audited Annual Financial Statement May 31,
 1989

MTC Growth Fund-I Inc.

Audited Annual Financial Statement June 30,
 1989

Muscocho Explorations Limited

Exempt Financing Notice dated Oct. 24, 1989

Mytec Technologies Inc.

News Release, Oct. 27, 1989

N.B. Cook Corporation Ltd.

Ruling/Order/Reasons dated Oct. 31, 1989

National Resource Explorations Ltd.

News Release, Oct. 20, 1989
 Material Change Report (Form 27) dated Oct.
 23, 1989

Nelson Holdings International Ltd.

News Release, Oct. 27, 1989

Neptune Resources Corp.

Material Change Report (Form 27) dated Oct.
 26, 1989
 News Release, Oct. 30, 1989
 Interim Financial Statements for 06 mn period
 ended June 30, 1989
 News Release, Oct. 26, 1989

New Kelore Mines Ltd.

Record Date/Meeting Date - Nov. 17.89 - Dec.
 22.89 dated Oct. 24, 1989, Oct. 24, 1989

Newfoundland Capital Corporation Limited

News Release, Oct. 30, 1989

NFM Canadian Equity Fund

Ruling/Order/Reasons dated Oct. 27, 1989

NFM International Money Market and Income Fund

Ruling/Order/Reasons dated Oct. 27, 1989

NFM U.S. Equity Fund

Ruling/Order/Reasons dated Oct. 27, 1989

Nickeldale Resources Inc.

Ruling/Order/Reasons dated Oct. 27, 1989

NIM Resource - 1989 and Company Limited Partnership

Amendment to Prospectus dated August 24,
 1989 dated Oct. 24, 1989, Oct. 24, 1989

Noma Industries Limited

Dividend Notice, Oct. 23, 1989
 Annual Information Form dated Oct. 25, 1989,
 Oct. 25, 1989
 News Release, Oct. 27, 1989

Noranda Inc.

News Release, Oct. 27, 1989

Noranda Minerals Inc.

Report of Acquisition (Reg. S-100) dated Oct.
 24, 1989

Norcen Energy Resources Limited

News Release, Oct. 20, 1989

Normandie Resource Corporation

Interim Financial Statements for 06 mn period
 ended June 30, 1989

Normick Perron Inc.

T.S.E. Material, Oct. 25, 1989

North American Resource Capital Limited

Letter to Shareholders, Oct. 23, 1989
 Material Change Report (Form 27) dated Oct.
 23, 1989

Northcor Resources Ltd.

Annual Report Mar. 31, 1989
 Information Circular/Proxy/Notice of
 Shareholders' Meeting dated Aug. 31, 1989

Northern Minerals Ltd.

Directors' or Officers' Circular (Form 35) dated
 Oct. 20, 1989
 Letter to Shareholders, Oct. 20, 1989
 T.S.E. Material, Oct. 24, 1989

Northern Telecom Limited

News Release, Oct. 24, 1989

Northern Telephone Limited

Private Placement (Form 20) dated Oct. 16,
 1989

Northfield Minerals Inc.

News Release, Oct. 23, 1989
 Material Change Report (Form 27) dated Oct.
 24, 1989
 Material Change Report (Form 27) dated Oct.
 24, 1989

Northgate Exploration Limited

Material Change Report (Form 27) dated Oct.
 26, 1989

Northland Oils Limited

Letter of Transmittal dated Oct. 19, 1989
 T.S.E. Material, Oct. 19, 1989
 News Release, Oct. 24, 1989

Northwest Digital Ltd.

Directors' or Officers' Circular (Form 35) dated
 Oct. 24, 1989
 Takeover Bid Circular (Form 32) dated Oct. 27,
 1989

News Release, Oct. 27, 1989
 Takeover Bid Circular (Form 32) dated Oct. 27,
 1989

Nova Beaucage Mines Limited

Change of Directors, Oct. 13, 1989

Nova Corporation of Alberta

News Release, Oct. 18, 1989
 News Release, Oct. 27, 1989
 News Release, Oct. 27, 1989

Novagold Resources Inc.

News Release, Oct. 24, 1989
 News Release, Oct. 24, 1989
 Material Change Report (Form 27) dated Oct.
 24, 1989
 News Release, Oct. 17, 1989
 News Release, Oct. 27, 1989
 News Release, Oct. 27, 1989
 Material Change Report (Form 27) dated Oct.
 24, 1989
 News Release, Oct. 27, 1989
 Material Change Report (Form 27) dated Oct.
 25, 1989

Nowco Well Service Ltd.

News Release, Oct. 27, 1989

NRT Industries Inc.

Private Placement (Form 20) dated June 16,
 1989

Nuinsco Resources Limited

Interim Financial Statements for 09 mn period
 ended Sep. 30, 1989

Occidental Petroleum Corporation

News Release, Oct. 19, 1989

Olympia & York 240 Sparks Street Limited

Audited Annual Financial Statement July 31,
 1989

The Oshawa Group Limited

Dividend Notice, Oct. 26, 1989
 Dividend Notice, Oct. 26, 1989
 News Release, Oct. 25, 1989

The Pagurian Corporation Limited

Report of Acquisition (Reg. S-100) dated Oct.
 24, 1989

Pamax Resources Ltd.

Certificate of Mailing, Oct. 20, 1989
 Information Circular/Proxy/Notice of
 Shareholders' Meeting dated Oct. 12, 1989

Pamorex Minerals Inc.

British Columbia Securities Commission Order
 dated Oct. 25, 1989

Pamour Inc.

News Release, Oct. 26, 1989

Panarctic Oils Ltd.

Interim Financial Statements for 09 mn period
 ended Sep. 30, 1989

PanCanadian Petroleum Ltd.

News Release, Oct. 30, 1989

Pancontinental Oil Ltd.

Commercial Copy of Prospectus dated Oct. 16,
 1989

Paramount Funding Corp.

Letter to Shareholders, Oct. 17, 1989

Parkdale Estates Apartments Limited Partnership

Takeover Bid Circular (Form 32) dated Oct. 19,
 1989

Directors' or Officers' Circular (Form 35) dated Oct. 19, 1989

Pathway Financial Corp.

News Release, Oct. 27, 1989

PDI Acquisition Corp.

News Release, Oct. 19, 1989
News Release, Oct. 20, 1989
News Release, Oct. 23, 1989
News Release, Oct. 24, 1989
News Release, Oct. 25, 1989
News Release, Oct. 26, 1989
News Release, Oct. 27, 1989

Peerless Carpet Corporation

Interim Financial Statements for 06 mn period ended Aug. 31, 1989

Pegasus Gold Inc.

Certificate of Mailing, Sep. 6, 1989

Pembridge Investments Ltd.

News Release, Sep. 25, 1989
Takeover Bid Circular (Form 32) dated Sep. 27, 1989

Pengrowth Gas Corporation

News Release, Oct. 27, 1989

Perpetual Growth Fund - IV Limited

News Release, Oct. 26, 1989

Perrex Resources Inc.

Private Placement (Form 20) dated Oct. 20, 1989
Audited Annual Financial Statement May 31, 1989
Change of Auditors (Policy 31) dated Sep. 18, 1989
Material Change Report (Form 27) dated Oct. 17, 1989

Peter Island Resources Inc.

Private Placement (Form 20) dated Oct. 20, 1989
Material Change Report (Form 27) dated Oct. 23, 1989

Phillips Petroleum Company

Bylaws dated Oct. 9, 1989

Pierce Mountain Resources Ltd.

Application dated Oct. 26, 1989

Pilgrim's Way

Offering Memorandum dated Oct. 6, 1989

Pine Channell Gold Corp.

News Release, Oct. 23, 1989

Pine Point Mines Limited

News Release, Oct. 26, 1989
Dividend Notice, Oct. 26, 1989
News Release, Oct. 26, 1989

Pineridge Greene Rental Project (Pineridge Greene Apartments)

Comparative Statements for June 30, 1989

Pinnacle Resources Ltd.

Material Change Report (Form 27) dated Oct. 18, 1989
Information Circular/Proxy/Notice of Shareholders' Meeting dated Oct. 18, 1989

PINS Acquisition Corp.

Directors' or Officers' Circular (Form 35) dated Oct. 26, 1989

Placer Dome Inc.

News Release, Oct. 24, 1989
News Release, Oct. 27, 1989

Plasti-Fab Ltd.

News Release, Oct. 26, 1989

Platinova Resources Ltd.

News Release, Oct. 24, 1989

Plexus Resources Corporation

Supplemental Deed dated June 26, 1989

Polymer International Corporation

Valuation Report dated Oct. 16, 1989
News Release, Oct. 26, 1989
Directors' or Officers' Circular (Form 35) dated Oct. 26, 1989
T.S.E. Material, Oct. 25, 1989
Material Change Report (Form 27) dated Oct. 25, 1989

Power Explorations Inc.

Interim Financial Statements for 09 mn period ended Aug. 31, 1989
Certificate of Mailing, Oct. 26, 1989

Precambrian Shield Resources Limited

News Release, Oct. 26, 1989

Premark International Inc.

News Release, Oct. 26, 1989

Premdor Inc.

Information Circular/Proxy/Notice of Shareholders' Meeting dated Sep. 25, 1989
News Release, Oct. 26, 1989
News Release, Oct. 27, 1989
Report of Acquisition (Reg. S-100) dated Oct. 27, 1989

Prenor Financial Ltd.

News Release, Oct. 27, 1989

Prime Resources Corp.

Re: Scheduled Record Date dated Oct. 24, 1989
Private Placement (Form 20) dated Oct. 26, 1989

Privatization Investment Fund

Ruling/Order/Reasons dated Oct. 27, 1989

Prominence Point

Private Placement (Form 20) dated Oct. 19, 1989

Proteo Technology Corporation

Application dated Oct. 24, 1989

Provigo Inc.

News Release, Oct. 25, 1989
News Release, Oct. 25, 1989
Interim Financial Statements for 06 mn period ended Aug. 31, 1989

Pure Gold Resources Inc.

Interim Financial Statements for 03 mn period ended Aug. 31, 1989

PWA Corporation

Dividend Notice, Oct. 20, 1989

Qualico Developments Ltd.

Takeover Bid Circular (Form 32) dated Oct. 19, 1989
Directors' or Officers' Circular (Form 35) dated Oct. 19, 1989

Quartz Mountain Gold Corp.

Form 10K July 31, 1989

Que West Resources Ltd.

Material Change Report (Form 27) dated Oct. 20, 1989

Quebecor Inc.

News Release, Oct. 30, 1989

Queenstake Resources Ltd.

News Release, Oct. 10, 1989

Queenston Gold Mines Limited

Record Date/Meeting Date - Nov. 16.89 - Dec. 21.89 dated Oct. 30, 1989, Oct. 30, 1989

Quinterra Resources Inc.

Interim Financial Statements for 06 mn period ended Aug. 31, 1989

Ranger Oil Limited

News Release, Oct. 30, 1989

The Rank Organisation PLC

News Release, Oct. 26, 1989

Rea Gold Corporation

News Release, Oct. 26, 1989

Red Fox Resources Inc.

Interim Financial Statements for 09 mn period ended Aug. 31, 1989

Red Rocket Exploration Inc.

Interim Financial Statements for 03 mn period ended Aug. 31, 1989

Redstone Resources Inc.

Report of Acquisition (Reg. S-100) dated Oct. 19, 1989
News Release, Oct. 23, 1989

Reed Lake Exploration Ltd.

Certificate of Mailing, Oct. 23, 1989

Reitman's (Canada) Limited

Dividend Notice, Oct. 25, 1989

Renaissance Energy Ltd.

News Release, Oct. 23, 1989

Renegade Capital Corporation

Report of Acquisition (Reg. S-100) dated Oct. 19, 1989

Renfrew Drive II Associates

Private Placement (Form 20) dated Oct. 18, 1989

Rentown Enterprises Inc.

Signed Information Circular/Proxy/Notice of Shareholders' Meeting dated Sep. 29,

Resource Fund International Ltd.

Interim Financial Statements for 06 mn period ended Sep. 30, 1989

Revenue Properties Company Limited

Special Meeting Revised Date dated Oct. 26, 1989

RFC Resource Finance Corporation

Material Change Report (Form 27) dated Oct. 17, 1989

Ridge Land Properties Limited Partnership

Audited Annual Financial Statement June 30, 1989

Riley's Datasare International Ltd.

Information Circular/Proxy/Notice of Shareholders' Meeting dated Oct. 18, 1989
Annual Report May 31, 1989

Rio Algom Limited

Dividend Notice, Oct. 26, 1989
News Release, Oct. 26, 1989
Interim Financial Statements for 09 mn period ended Sep. 30, 1989

RML Medical Laboratories Inc.

Private Placement (Form 20) dated Oct. 23, 1989

Rogers Communications Inc.

Report of Acquisition (Reg. S-100) dated Oct. 23, 1989

Rolland Inc.

News Release, Oct. 30, 1989

Rothmans Inc.

News Release, Oct. 19, 1989

Royal Crest Resources Ltd.

Report of Acquisition (Reg. S-100) dated Oct. 17, 1989

Royal LePage Limited

Dividend Notice, Oct. 24, 1989

News Release, Oct. 24, 1989

News Release, Oct. 24, 1989

Royal Pacific Sea Farms Ltd.

News Release, Oct. 26, 1989

News Release, Oct. 27, 1989

Royal Trust Energy Income Fund I

News Release, Oct. 26, 1989

Royal Trust Energy Income Fund II

News Release, Oct. 26, 1989

Royal Trust Government Bond Index Fund

Final Audited Financial Statements Covering from January 1 to June 28 June 28, 1

Royal Trustco Limited

Material Change Report (Form 27) dated Oct. 19, 1989

Roycom-Summit Realty Fund

Interim Financial Statements for 09 mn period ended Sep. 30, 1989

Roycom-Summit TDF Fund

Interim Financial Statements for 09 mn period ended Sep. 30, 1989

RoyNat Inc.

Interim Financial Statements for 09 mn period ended Sep. 30, 1989

Sanderson Technologies Inc.

Record Date/Meeting Date - Nov. 14.89 - Dec. 19.89 dated Oct. 19, 1989, Oct. 19, 1989

Sandwell Swan Wooster Inc.

News Release, Oct. 23, 1989

Letter to Shareholders, Oct. 20, 1989

Report of Acquisition (Reg. S-100) dated Oct. 25, 1989

Saratoga Limited Partnership

Information Circular/Proxy/Notice of Shareholders' Meeting dated Oct. 18, 1989

Sceptre Balanced Fund

Prospectus dated June 30, 1989, June 30, 1989

Annual Information Form (Mutual Fund) dated June 30, 1989, June 30, 1989

Scott Paper Limited

News Release, Oct. 23, 1989

SDC Sydney Development Corporation

British Columbia Securities Commission Cease Trading Order dated Oct. 25, 1989

Sears Canada Inc.

News Release, Oct. 25, 1989

News Release, Oct. 24, 1989

News Release, Oct. 25, 1989

Seel Mortgage Investment Corporation

News Release, Oct. 23, 1989

Selena Research Corporation

Record Date/Meeting Date - Nov. 15.89 - Dec. 21.89 dated Oct. 19, 1989, Oct. 19, 1989

Senbrook Townhouses Limited

Interim Financial Statements for 06 mn period ended June 30, 1989

Share Mines & Oils Ltd.

Record Date/Meeting Date - Nov. 24.89 - Dec. 29.89 dated Oct. 26, 1989, Oct. 26, 1989

Shaw Cablesystems Ltd.

News Release, Oct. 23, 1989

Shayna International Industries Ltd.

British Columbia Securities Commission Cease Trading Order dated Oct. 30, 1989

Shell Canada Limited

News Release, Oct. 24, 1989

News Release, Oct. 24, 1989

News Release, Oct. 26, 1989

Shelling Industries Ltd.

News Release, Oct. 20, 1989

Notice of Intent to Sell Securities (Form 23) dated June 19, 1989

Notice of Intent to Sell Securities (Form 23) dated Oct. 21, 1989

News Release, Oct. 19, 1989

Sheritt Gordon Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1989

SHL Systemhouse Inc.

T.S.E. Material, Oct. 19, 1989

Sikaman Gold Resources Ltd.

News Release, Oct. 27, 1989

Silcorp Limited

News Release, Oct. 27, 1989

Sindor Resources Inc.

Preliminary Prospectus dated Oct. 25, 1989, Oct. 25, 1989

News Release, Oct. 26, 1989

Interim Financial Statements for 03 mn period ended Aug. 31, 1989

Slater Industries Inc.

News Release, Oct. 23, 1989

Slocan Forest Products Ltd.

News Release, Oct. 23, 1989

The SNC Group Inc.

News Release, Oct. 25, 1989

News Release, Oct. 25, 1989

Southam Inc.

News Release, Oct. 26, 1989

News Release, Oct. 26, 1989

SPC International Investments Limited

Interim Financial Statements for 09 mn period ended Aug. 31, 1989

St. Genevieve Resources Ltd.

News Release, Oct. 24, 1989

News Release, Oct. 25, 1989

News Release, Oct. 30, 1989

Standard Trustco Limited

Interim Financial Statements for 09 mn period ended Oct. 24, 1989

States Exploration Ltd.

Material Change Report (Form 27) dated Oct. 17, 1989

Stelco Inc.

News Release, Oct. 25, 1989

Certificate of Mailing, Oct. 27, 1989

Interim Financial Statements for 09 mn period ended Sep. 30, 1989

Sterivet Laboratories Limited

Notice of Intent to Sell Securities (Form 23) dated Oct. 25, 1989

Stewart Lake Resources Inc.

News Release, Oct. 24, 1989

Stonebridge 1989 Limited Partnership A

Preliminary Prospectus dated Oct. 19, 1989, Oct. 19, 1989

Stonebridge 1989 Limited Partnership B

Preliminary Prospectus dated Oct. 19, 1989, Oct. 19, 1989

Stratford Software Corporation

News Release, Oct. 23, 1989

Material Change Report (Form 27) dated Oct. 27, 1989

Sulphurets Gold Corporation

Directors' or Officers' Circular (Form 35) dated Oct. 12, 1989

Suncor Inc.

News Release, Oct. 24, 1989

Surrey Place Limited Partnership

Information Circular/Proxy/Notice of Shareholders' Meeting dated Oct. 18, 1989

Sycon Corporation

Interim Financial Statements for 09 mn period ended Sep. 30, 1989

T.C.C. Beverages Ltd.

News Release, Oct. 25, 1989

The Talken Village Partnership

Private Placement (Form 20) dated Oct. 10, 1989

Tarzan Gold Inc.

News Release, Oct. 20, 1989

Material Change Report (Form 27) dated Oct. 19, 1989

Material Change Report (Form 27) dated Oct. 24, 1989

Taurus Footwear Inc.

News Release, Oct. 27, 1989

Teck Corporation

News Release, Oct. 26, 1989

TecSyn International Inc.

News Release, Oct. 23, 1989

News Release, Oct. 23, 1989

Teddy Bear Valley Mines Limited

News Release, Oct. 27, 1989

Teeshin Resources Ltd.

News Release, Oct. 17, 1989

Tele-Talk Inc.

Record Date/Meeting Date - Oct. 19.89 - Nov. 20.89 dated Oct. 19, 1989, Oct. 19, 1989

Information Circular/Proxy/Notice of Shareholders' Meeting dated Oct. 24, 1989

Telemedia Inc.

Record Date/Meeting Date - Dec. 1.89 - January 9.90 dated Oct. 26, 1989, Oct. 26, 1989

Temagami Oil & Gas Ltd.

Information Circular/Proxy/Notice of Shareholders' Meeting dated Oct. 18, 1989

Texaco Canada Petroleum Inc.

News Release, Oct. 24, 1989

Third Canadian General Investment Trust Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1989

- Certificate of Mailing, Oct. 3, 1989
- The Thomson Corporation**
Application dated Oct. 26, 1989
- Thunder Valley Resources Ltd.**
Certificate of Mailing, Oct. 24, 1989
- Tilbury Meadows Developments Limited**
Private Placement (Form 20) dated Oct. 20, 1989
- Time Air Corporation**
News Release, Oct. 25, 1989
Interim Financial Statements for 09 mn period ended Sep. 30, 1989
- Timmins Nickel Inc.**
News Release, Oct. 26, 1989
Interim Financial Statements for 03 mn period ended Aug. 31, 1989
News Release, Oct. 30, 1989
- Torogold Resources Inc.**
Certificate of Mailing, Oct. 19, 1989
- Toronto East (Scarborough) Hotel Development Partnership**
Interim Financial Statements for 09 mn period ended Sep. 30, 1989
- Torstar Corporation**
Interim Financial Statements for 09 mn period ended Sep. 30, 1989
News Release, Oct. 30, 1989
News Release, Oct. 26, 1989
- Total Petroleum (North America) Ltd.**
News Release, Oct. 18, 1989
News Release, Oct. 25, 1989
News Release, Oct. 25, 1989
- Trader Resource Corp.**
Information Circular/Proxy/Notice of Shareholders' Meeting dated Oct. 26, 1989
- Trans-Dominion Energy Corporation**
Report of Acquisition (Reg. S-100) dated Oct. 30, 1989
- TransCanada PipeLines Limited**
T.S.E. Material, Oct. 20, 1989
News Release, Oct. 19, 1989
News Release, Oct. 20, 1989
News Release, Oct. 27, 1989
- Transcontinental Resources Limited**
Information Circular/Proxy/Notice of Shareholders' Meeting dated Sep. 25, 1989
Annual Report June 30, 1989
- Transit Financial Holdings Inc.**
News Release, Oct. 25, 1989
- Tremingo Resources Ltd.**
News Release, Oct. 25, 1989
- Tridont Health Care Inc.**
Record Date/Meeting Date - Nov. 13.89 - Dec. 19.89 dated Oct. 19, 1989, Oct. 19, 1989
- Trigas Exploration Ltd.**
Material Change Report (Form 27) dated Oct. 18, 1989
- Triton Canada Resources Ltd.**
News Release, Oct. 23, 1989
- Triton Industries Inc.**
Interim Financial Statements for 09 mn period ended Aug. 31, 1989
- Tryam Trading Inc.**
Private Placement (Form 20) dated Oct. 20, 1989
- TSC Shannock Corporation**
Interim Financial Statements for 03 mn period ended Aug. 31, 1989
Audited Annual Financial Statement May 31, 1989
- Tundra Gold Mines Limited**
News Release, Oct. 19, 1989
- Turbo Resources Limited**
News Release, Oct. 25, 1989
News Release, Oct. 25, 1989
News Release, Oct. 25, 1989
- Twin Star Energy Corporation**
Information Circular/Proxy/Notice of Shareholders' Meeting dated Oct. 11, 1989
Certificate of Mailing, Oct. 23, 1989
Interim Financial Statements for 03 mn period ended Aug. 31, 1989
- U.S. Steel Canada Inc.**
Interim Financial Statements for 09 mn period ended Sep. 30, 1989
- UAP Inc.**
News Release, Oct. 26, 1989
- Ulster Petroleum Ltd.**
News Release, Oct. 24, 1989
- Ultramar PLC**
News Release, Oct. 24, 1989
- Union Carbide Canada Limited**
News Release, Oct. 23, 1989
- Union Enterprises Ltd.**
News Release, Oct. 24, 1989
News Release, Oct. 27, 1989
- United Canadian Shares Limited**
Dividend Notice, Oct. 20, 1989
Interim Financial Statements for 09 mn period ended Sep. 30, 1989
- United Kingdom Energy Inc.**
Record Date/Meeting Date - Nov. 14.89 - Dec. 20.89 dated Oct. 18, 1989, Oct. 18, 1989
Interim Financial Statements for 03 mn period ended Feb. 29, 1988
Information Statement dated Oct. 23, 1989
Consolidated Financial Statements (Unaudited) Nov. 30, 1988
Consolidated Balance Sheet (Unaudited) Aug. 31, 1989
- United Tire & Rubber Co. Limited**
Change of Auditors (Policy 31) dated Oct. 2, 1989
- United Westburne Industries Limited**
News Release, Oct. 23, 1989
News Release, Oct. 27, 1989
- Universal Savings Sector Fund Limited**
Application dated Oct. 26, 1989
Material Change Report (Form 27) dated Oct. 24, 1989
News Release, Oct. 27, 1989
- USX Corporation**
Form 8-K Current Report dated Oct. 10, 1989
- Utilicorp United Inc.**
Corporate Profile dated Oct. 20, 1989
News Release, Oct. 26, 1989
News Release, Oct. 26, 1989
- V.H.H.R. Holdings Limited**
Private Placement (Form 20) dated Oct. 19, 1989
- Value Investment Corporation**
News Release, Oct. 27, 1989
- Van Ollie Explorations Limited**
Material Change Report (Form 27) dated Oct. 19, 1989
Annual Report Aug. 31, 1989
- VenTech Healthcare Corporation Inc.**
News Release, Oct. 23, 1989
- Victoria Graphite Inc.**
News Release, Oct. 24, 1989
Private Placement (Form 20) dated Oct. 23, 1989
- Vitran Corporation Inc.**
News Release, Oct. 27, 1989
- Werner Dahnz Company Limited**
British Columbia Securities Commission Cease Trading Order dated Oct. 23, 1989
- West Fraser Timber Co. Ltd.**
News Release, Oct. 23, 1989
- Westar Mining Ltd.**
News Release, Oct. 25, 1989
News Release, Oct. 25, 1989
- Westborough Court Limited Partnership**
Private Placement (Form 20) dated Oct. 23, 1989
- Westbridge Computer Corporation**
News Release, Oct. 26, 1989
- Westmin Resources Limited**
News Release, Oct. 20, 1989
- Wharf Resources Ltd.**
Report of Acquisition (Reg. S-100) dated Oct. 19, 1989
British Columbia Securities Commission Cease Trading Order dated Oct. 23, 1989
News Release, Oct. 26, 1989
- WIC Western International Communications Ltd.**
News Release, Oct. 30, 1989
- Windarra Minerals Ltd.**
News Release, Oct. 16, 1989
- Windy Mountain Explorations Ltd.**
Prospectus dated Oct. 19, 1989, Oct. 19, 1989
- The Wood Gundy Self-Directed Education Savings Plan**
Application dated Oct. 27, 1989
- Woodward's Limited**
Information Circular/Proxy/Notice of Shareholders' Meeting dated Oct. 13, 1989
T.S.E. Material, Oct. 24, 1989
- Working Ventures Economic Fund Inc.**
Preliminary Prospectus dated Oct. 17, 1989, Oct. 17, 1989
- Xerox Canada Inc.**
News Release, Oct. 24, 1989
- Young-Davidson Mines Limited**
Interim Financial Statements for 06 mn period ended Sep. 30, 1989

Chapter 11

New Issues and Secondary Financings

MATERIAL FOR THIS CHAPTER BEGINS ON THE NEXT PAGE

11.1 ACCEPTED - ANNUAL INFORMATION FORM (OTHER)

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Dominion Textile Inc.	Refiling of A.I.F. Oct 25/89 Accepted Oct 31/89	---	---	---	---	---
Noma Industries Limited	A.I.F. Oct 25/89 Accepted Oct 26/89	---	---	---	---	---

11.2 FINAL RECEIPT ISSUED - OTHER - PROSPECTING SYNDICATE AGREEMENT

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Ballemare Syndicate	Prospecting Syndicate Agreement Oct 25/89 Receipt Oct 27/89	up to 50 units	up to \$250,000	---	---	---

11.3 FINAL RECEIPT ISSUED - PROSPECTUSES

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Corel Systems Corporation	Prosp. Oct 27/89 Final Receipt Oct 27/89	2,666,667 common shares	\$7.50 per share	\$18,700,000	Burns Fry Limited Midland Doherty Limited Richardson Greenshields of Canada Limited	Michael C.J. Cowpland

11.3 FINAL RECEIPT ISSUED - PROSPECTUSES (continued)

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Guardian Secure Equities I Limited Partnership	Prosp. Oct 27/89 Receipt Oct 30/89	268 limited partnership units	U.S. \$10,000 per unit	U.S. \$2,574,000	McConnell & Company Limited	Guardian Secure Equities, Inc. Equity Funding
Loewen Group Inc., The	Prosp. Oct 26/89 Receipt Oct 27/89	2,000,000 common shares	\$15.375 per common share	\$29,212,500 before expenses of issue	RBC Dominion Securities Inc. Loewen, Ondaatje, McCutcheon & Company Limited (U)	Raymond L. Loewen
Middlefield Resource Fund 1989 II Limited Partnership MRF 1989 II Mutual Fund Limited	Prosp. Oct 18/89 Receipt Oct 23/89	minimum of 10,000 and a maximum of 30,000 limited partnership units	\$5,000 per unit	minimum of \$9,250,000 and a maximum of \$22,750,000 (before expenses of issue)	RBC Dominion Securities Inc. Middlefield Securities Limited Midland Doherty Limited Levesque Beaubien Geoffrien Inc. (D)	Middlefield Resource Fund Management Limited Middlefield Financial Limited
Pancontinental Oil Ltd.	Prosp. Oct 16/89 Receipt Oct 16/89	1,700,465 common shares	\$5.375 per common share	before expenses of issue: \$8,861,123	ScotiaMcLeod Inc. (U)	---

11.4 FINAL RECEIPT ISSUED - SHORT FORM PROSPECTUS

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Westcoast Energy Inc.	Short Form Prosp. Oct 19/89 Receipt Oct 20/89	\$60,000,000 10.375% debentures, Series K (unsecured and redeemable) with 60,000 debenture purchase warrants, maturing November 1, 1999.	100%	before deducting expenses of issue: \$59,550,000	Merrill Lynch Canada Inc. (U)	---

11.5 PRELIMINARY RECEIPT ISSUED - PROSPECTUSES

ISSUER	DATE	DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Canadian Entertainment Investors No. 8 and Company, Limited Partnership (National Issue - Quebec)	Prel. Prosp. Oct 20/89 Receipt Oct 25/89	1,087 limited partnership units	\$5,000 per unit	---	Richardson Greenshields of Canada Limited Duhamel Regimbald Inc. (U)	---
Dinnerrex Limited Partnership X	Prel. Prosp. Oct 27/89 Receipt Oct 30/89	1,600 limited partnership units, with a minimum subscription of 2 units	\$5,000 per unit	---	Hector M. Chisholm & Co. Limited (U)	---
Guillevin International Inc. (National Issue - Quebec)	Prel. Prosp. Oct 30/89 Receipt Oct 30/89	* Class A subordinate voting shares	\$ * per share	---	Burns Fry Limited Nesbitt Thomson Deacon Ltd. RBC Dominion Securities Inc. (U)	---
Monac Acoustic Monitoring International Corporation	Prel. Prosp. Oct 24/89 Receipt Oct 27/89	* common shares	\$ * per share	---	Yorkton Continental Securities Inc. (U)	---
Rentown Enterprises Inc. (National Issue - Ontario)	Prel. Prosp. Oct 31/89 Receipt Oct 31/89	* common shares	\$ * per share	---	Burns Fry Limited (U)	---
Sindor Resources Inc.	Prel. Prosp. Oct 25/89 Receipt Oct 26/89	* units, each consists of one common share and one-half warrant to purchase a common share	\$ * per unit	---	Jones, Gable & Company Limited (U)	---

11.6 PRELIMINARY RECEIPT ISSUED - SHORT FORM PROSPECTUS

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Ford Credit Canada Limited (National Issue - Ontario)	Prel. Prosp. Oct 24/89 Receipt Oct 25/89	medium term notes (unsecured)	rates on application	---	Ford Credit Canada Limited (D)	---

11.7 RECEIVED - AMENDMENTS

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Margin of Safety Investment Trust	Amend. Oct 20/89 Simpl. Prosp. & A.I.F. May 12/89	---	---	---	---	---
NIM Resource - 1989 and Company, Limited Partnership Perpetual Growth Fund - VIII Limited	Amend. Oct 24/89 Prosp. Aug 24/89	---	---	---	---	---

Chapter 12

Registrations

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

Chapter 25

Other Information

25.1 TRANSFER WITHIN ESCROW

Company Name	Date	From	To	No. of Shares
H.E.R.O. INDUSTRIES INC.	25/OCT/89	Citicorp Capital Investors Ltd.	The Royal Trust Company in its capacity as trustee for Middlefield Capital Fund	102,892 common
PANTCO RESOURCES INC. (Formerly Consolidated Panther Mines Ltd.)	25/OCT/89	Nathan W. Levin	Pam S. Levin	2,500 common
SHARPE ENERGY & RESOURCES LIMITED	27/OCT/89	H. Franklin Teney	Mary J. Teney	150,000 common
TREATS INC.	25/OCT/89	Zarex Holdings Limited	Russell Holdings Limited	1,296,327 common
TREATS INC.	25/OCT/89	Russell Holdings Limited	Chocolate Gourmet Treats Limited	1,296,327 common
TREATS INC.	25/OCT/89	430864 Ontario Limited	815039 Ontario Limited	1,243,830 common

25.2 RELEASE FROM ESCROW

Company Name	Date	Number and Type of Shares	Additional Information
WINDY MOUNTAIN EXPLORATIONS LTD.	25/OCT/89	10,035 common shares	---

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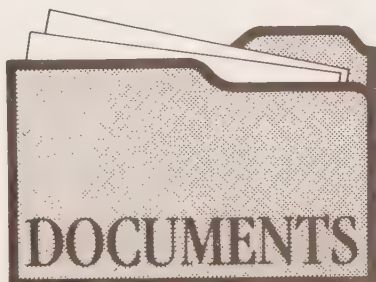
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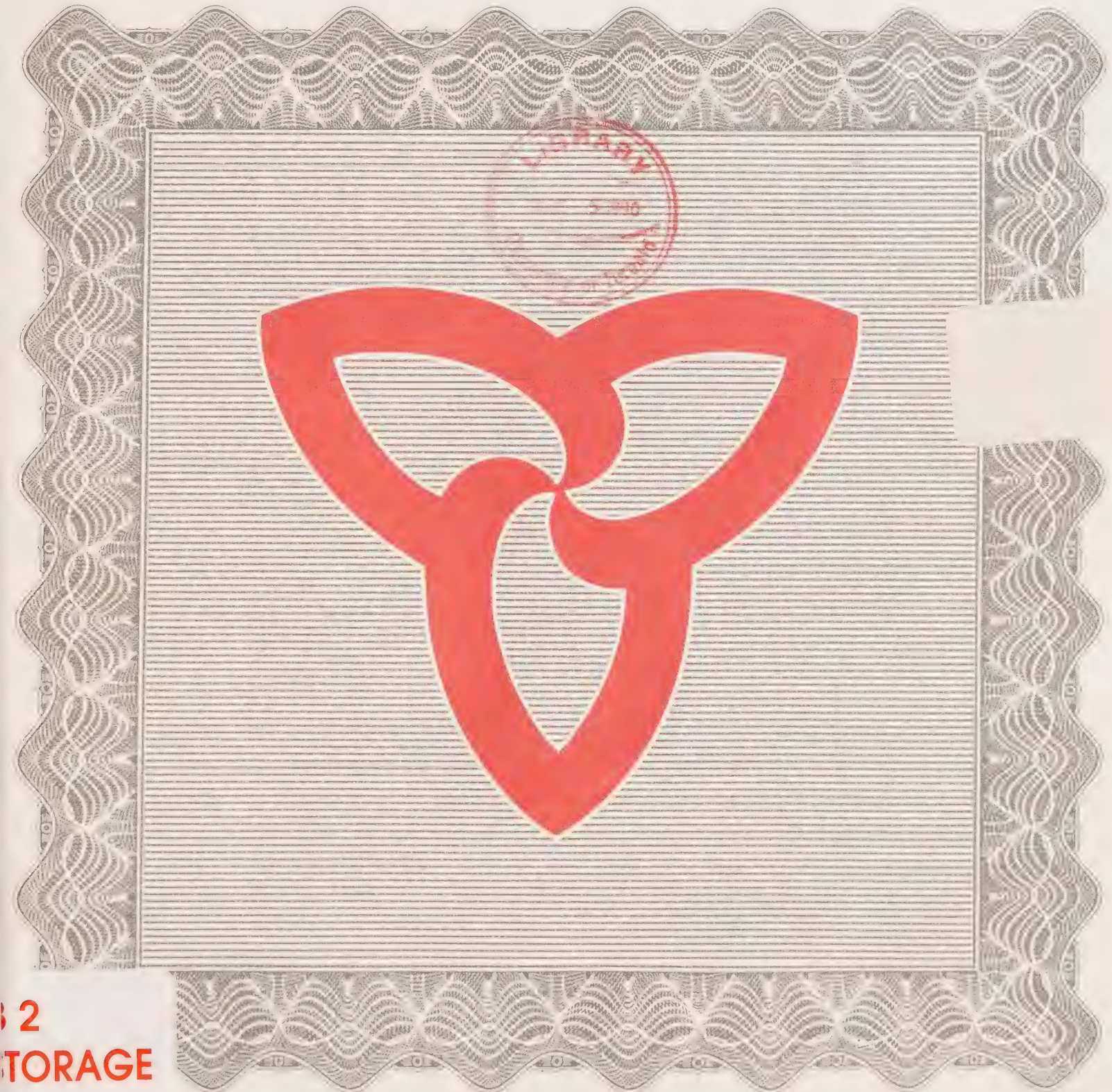
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2
STORAGE

The Ontario Securities Commission

OSC Bulletin

November 30, 1990

Volume 13, Issue 48

(1990), 13 OSCB

The Ontario Securities Commission Administers the
Securities Act of Ontario (R.S.O. 1980, c. 466, as amended) and the
Commodity Futures Act of Ontario (R.S.O. 1980, c. 78, as amended)

The Ontario Securities Commission

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Chapter 1

Notices / Press Releases

1.1 NOTICES

1.1.1 Current Proceedings Before the Ontario Securities Commission

NOVEMBER 30, 1990

CURRENT PROCEEDINGS

BEFORE

ONTARIO SECURITIES COMMISSION

Unless otherwise indicated in the date column, all hearings will take place at the following location:

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David T.C. Moore	-- DTCM
Paul L. Waitzer	-- PLW
Seymour L. Wigle, FCA	-- SLW

SCHEDULED OSC HEARINGS

Dec 07/90
10:00 a.m.

Frederick Elliot Rosen and Nesbitt Thomson Deacon Inc.

s. 26 and s. 124
Ms. N. Ross in attendance for staff.

Panel: WDM/DTCM/SLW

Dec 10/90 -
Dec 19/90
10:30 a.m.

Uri Lawrence Skolnik

s. 124
Ms. S. Blake in attendance for staff.

Panel: CS/PLW/JWB

Jan 14/91 -
Jan 25/91
10:00 a.m.

Irwin Krakowsky, Michael Stenyk, Everett Fagg

s. 124
Ms. S. Blake in attendance for staff.

Panel: CS/DTCM/JHB

Feb 11/91 -
Feb 22/91
10:00 a.m.

Osler Inc. and John Norman McVicar

s. 124
Mr. T. Lockwood in attendance for staff.

Panel: WDM/DCK/PLW

Feb 11/91 -
Feb 22/91
10:00 a.m.

Osler Inc. and Thomas Henry Bourne

s. 26 and s. 124
Mr. T. Lockwood in attendance for staff.

Panel: WDM/DCK/PLW

Feb 11/91 -
Feb 22/91
10:00 a.m.

Osler Inc. and John Joseph Campbell

s. 26 and s. 124
Mr. T. Lockwood in attendance for staff.

Panel: WDM/DCK/PLW

Feb 11/91 -
Feb 22/91
10:00 a.m.

Osler Inc. and Hadley Cascadden

s. 124
Mr. T. Lockwood in attendance for staff.

Panel: WDM/DCK/PLW

Feb 11/91 - **Osler Inc. and Patrick Anthony Chesnutt**
Feb 22/91
10:00 a.m.
s. 26 and s. 124
Mr. T. Lockwood in attendance for staff.
Panel: WDM/DCK/PLW

Adjourned
sine die to be
brought back
by either party
on 7 days
notice

Permanent Acceptance Corporation Limited
s. 123
Ms. S. Blake in attendance for staff.
Panel: CS/JWB/PLW

Feb 11/91 - **Osler Inc. and Paul Marion Cohen**
Feb 22/91
10:00 a.m.
s. 26 and s. 124
Mr. T. Lockwood in attendance for staff.
Panel: WDM/DCK/PLW

Adjourned
sine die to be
brought back
by either party
on 5 days
notice

ScotiaMcLeod Inc. and James John Adlington
s. 24, CFA
Mr. D. MacKay in attendance for staff.
Panel: (to be announced)

Feb 11/91 - **Osler Inc. and Robert Collins**
Feb 22/91
10:00 a.m.
s. 26 and s. 124
Mr. T. Lockwood in attendance for staff.
Panel: WDM/DCK/PLW

Adjourned
sine die to be
brought back
on 5 days
notice

Russell James Bennett, Harbanse Singh Doman, William Richard Bennett, and Bennett Equities Ltd.
s. 124
Mr. J. Douglas in attendance for staff.
Panel: (to be announced)

Feb 11/91 - **Osler Inc. and Kevin Robert Cooke**
Feb 22/91
10:00 a.m.
s. 26 and s. 124
Mr. T. Lockwood in attendance for staff.
Panel: WDM/DCK/PLW

Adjourned
sine die to be
brought back
on 5 days
notice

Grandview Ridge Estates, Millpark Ventures Inc., Market Trend Real Estate Inc., A.K. Harder, and Irma Helen Harder
s. 123
Mr. D. MacKay in attendance for staff.
Panel: (to be announced)

Feb 11/91 - **Osler Inc. and Allan Gaudet**
Feb 22/91
10:00 a.m.
s. 124
Mr. T. Lockwood in attendance for staff.
Panel: WDM/DCK/PLW

Adjourned
sine die to be
brought back
on 5 days
notice

Silver Bar Mines Limited
s. 123 (from November 20, 1987)
Ms. S. Blake in attendance for staff.
Panel: JWB/PLW

Feb 11/91 - **Osler Inc. and Venard Joseph Gaudet**
Feb 22/91
10:00 a.m.
s. 26 and s. 124
Mr. T. Lockwood in attendance for staff.
Panel: WDM/DCK/PLW

Adjourned
sine die to be
brought back
on 2 days
notice

Chesnutt, P. Anthony
s. 124
Mr. T. Lockwood in attendance for staff.
Panel: (to be announced)

Feb 25/91 - **Michael Joseph Biscotti, Francesco Antonio Costantini and David Orton**
Mar 08/91
9:30 a.m.
s. 26 and s. 124
Mr. D. Moore, Ms. N. Ross, Ms. L. Fuerst, Mr. T. Buckley and Mr. O'Connor in attendance for staff.
Panel: WDM/DTCM/JHB

Adjourned
sine die to be
brought back
by either party
on 5 days
notice

Vestronix Corporation, Armaugh Corporation, Armaugh Investments Ltd., Frasco Management Ltd., Minjay Holdings Ltd., Mintron Enterprises Ltd., Robert Daniel Fraser, Robert Patrick Joseph Kelly, John William McDonald and Marion Kelly

Feb 25/91 - **Bruce Orsini, Andrew Tulk, Lorne Banks and Paul Gordon**
Mar 08/91
10:00 a.m.
s. 26 and s. 124
Ms. S. Blake in attendance for staff.
Panel: CS/JWB

s. 123
Mr. D. MacKay in attendance for staff.
Panel: CS/PLW

Adjourned
sine die to be
brought back
by either party
on 5 days
notice

**Consortium Mortgage Corporation,
Consortium Construction Corporation,
Consortium Property Management
Corporation, Cosortium Properties Inc.,
Consortium Investment Properties,
Consortium Financial Services,
Consortium Securities Corporation,
Consortium Bahamas International
Corporation Ltd., 727114 Ontario
Limited, Maynard & Co., Pia Williamson
and Lachlan Williamson Or His Estate**

s. 123
Mr. D. Lang in attendance for staff.

Panel: CS/PLW

Date to be
announced

Gregory McGroarty

s. 124
Ms. S. Blake in attendance for staff.

Panel: CS/PLW/SLW

Date to be
announced

Plastic Engine Technology Corp.

s. 124
Ms. S. Silma and Mr. J. Groia in
attendance for staff.

Panel: (to be announced)

Adjourned
sine die to be
brought back
by either party

**E. A. (Clive) Raymond, David Howe, Paul
Trennum, Richard Hay, Alfred Ruys De
Perez and Rudolf Eschenbrenner (also
known as Ralph Brenner)**

s. 124
Ms. L. Fuerst in attendance for staff.

Panel: JWB/DTCM/MLF

Adjourned
sine die to be
brought back
on 3 days
notice by
either party

Stephen Robert Bailey

s. 24
Mr. D. Mackay in attendance for staff.

Panel: CS/JWB

Adjourned
sine die

S. B. McLaughlin

s. 124
Mr. T. Lockwood in attendance for staff.

Panel: CS/

Adjourned
sine die

Pacific Rim Container Sales Ltd.

s. 26 and s. 123
Mr. S. Devlin in attendance for staff.

Panel: SLW/MLF

Adjourned
sine die

Sisto Consultants Inc.

s. 123
Ms. S. Blake in attendance for staff.

Panel: CS/PLW

Adjourned
pending
ongoing civil
proceedings

**Comaplex Resources International Ltd. /
Schaffhauser Kantonalbank / Montenero
International Company / Sanlos Trading
Inc. / Ulrich Chmiel**

s. 123, s. 124, and cl.100c(2)(c)
Ms. N. Ross in attendance for staff

Panel: CS/PLW

WEEKLY COURT PROCEEDINGS

Dec. 06/90
10:00 a.m

**OSC vs. Crownbridge Industries Inc.
Consolidated Grandview Inc. and
Gregory McGroarty**

s. 118
Ms. S. Blake and Mr. D. Moore in
attendance for staff.

Ontario Court, General Division,
Weekly Court
361 University Avenue, Toronto

Jan 29/91
10:00 a.m

OSC vs. Robert Paul Shaw

s. 75(1) and s. 118(1)(c)
Mr. S. Devlin in attendance for staff

Courtroom 140, Provincial Offences Court,
Old City Hall, Toronto

Feb.06/91
10:00 a.m.

OSC vs. Bruce Orsini

s. 118
Ms. S. Blake in attendance for staff.

Courtroom 140, Provincial Offences Court,
Old City Hall, Toronto

Feb 25/91
9:00 a.m

**OSC vs. Venard Joseph Gaudet, P.
Anthony Chesnutt, Paul Marion Cohen
and Kevin Cooke**

s. 118
Mr. T. Lockwood and Mr. S. Devlin in
attendance for staff

Courtroom 111, Provincial Offences Court,
Old City Hall, Toronto

Mar. 18/91
9:00 a.m.

**OSC vs. Crownbridge Industries Inc.,
Consolidated Grandview Inc., and
Gregory McGroarty**

s. 118
Ms. S. Blake in attendance for staff.

Courtroom 111, Provincial Offences Court,
Old City Hall, Toronto

July 03/91
10:00 a.m

**OSC vs. Ignac Saliga, Lorne Fox and
Mary Fox**

s. 75(1), s.75(2), and s. 118(1)(c)
Mr. S. Devlin in attendance for staff

Courtroom 5, Provincial Offences Court,
Windsor

PROVINCIAL COURT PROCEEDINGS

Dec 03/90
10:00 a.m.

**OSC vs. Walter Whale, Marianne Whale
and 584139 Ontario Limited**

s. 118
Mr. S. Devlin in attendance for staff.

Provincial Offences Court, London

Dec. 06/90
9:00 a.m.

**OSC vs. Gerald McKendry, Larry Earl
Woods & Plastic Engine Technology
Corp**

s. 75(1), s. 75(2), s. 118(1)(b), 118(1)(c)
and s. 118(3)
Mr. J. Groia and Ms. N. Ross
in attendance for staff.

Courtroom 116, Provincial Offences Court,
Old City Hall, Toronto

Dec. 17/90 -
Dec.18/90
10:00 a.m.

OSC vs. Phillip Dezwirek

s. 75(1), and s. 118(1)(c)
Ms. N. Ross in attendance for staff.

Courtroom 140, Provincial Offences Court,
Old City Hall, Toronto

Dec.18/90
10:00 a.m.

**OSC vs. Silverbar Mines Ltd., Ronald
Gilson and Shirley Gilson**

s. 118
Ms. S. Blake in attendance for staff.

Courtroom 140, Provincial Offences Court,
Old City Hall, Toronto

Reference:

Daniel P. Iggers
Secretary to the
Ontario Securities Commission
(416) 593-8212

Jan 02/91
10:00 a.m

OSC vs. Charles Oscar Finley

s. 118
Ms. N. Ross in attendance for staff

Courtroom 140, Provincial Offences Court,
Old City Hall, Toronto

1.2 PRESS RELEASES

1.2.1 CANCELLATION OF HEARING BOREALIS EXPLORATION LIMITED PERPETUAL GROWTH FUNDS NIM PETROLEUM CORP. AND OTHERS

November 30, 1990

RE: CANCELLATION OF HEARING
BOREALIS EXPLORATION LIMITED
PERPETUAL GROWTH FUNDS
NIM PETROLEUM CORP. AND OTHERS

Toronto, Ontario-- The Ontario Securities Commission announced on November 21, 1990 that a hearing would be held on Friday, November 30 at 2:00 in the afternoon, to consider an application by Borealis Exploration Limited for relief from the issuer bid requirements of the Securities Act and for a variation of a cease trade order. That hearing date has been cancelled, and will be re-scheduled. A further press release will be issued, once a new hearing date has been set.

Reference: Daniel Iggers
Secretary to the Commission
(416) 593-8212

1.2.2 OSLER INC. AND MICHAEL FRANCIS ROSSITTER

November 28, 1990

RE: OSLER INC. AND MICHAEL FRANCIS ROSSITTER

On November 27, 1990, the Ontario Securities Commission (the "Commission") accepted a Statement of Agreed Facts and Joint Submission as to Penalty entered into between staff of the Commission and Michael Francis Rossitter ("Rossitter"). Rossitter admitted that he knowingly processed fictitious trade tickets where one party had no substantive involvement or risk in the subject transactions.

The Commission suspended Rossitter's registration until February 11, 1991 and ordered that all of the exemptions contained in sections 34, 71, 72 and 92 of the Securities Act do not apply to Rossitter until February 11, 1991.

Reference: Shaun Devlin
Investigation Counsel
593-8296

Decisions, Orders and Rulings

2.1 ORDERS

2.1.1 BERKLEY WALLCOVERINGS INC. - CL. 100C(2)(C)

Headnote

We received an application on behalf of WCA Canada Inc. ("WCA") for an order pursuant to clause 100c(2)(c) exempting a proposed takeover bid by WCA for shares of Berkley (the "Shares") from the requirements of sections 94 to 99 of the Act on the basis that approximately 3.2% of the outstanding Shares are held by shareholders in Ontario. Berkley is not a reporting issuer in Ontario. The three Ontario shareholders consisted of two individuals holding in the aggregate three Shares, plus the Canadian Depository for Securities ("CDS"). The applicants advised that the Shares held by CDS were held for 21 parties, only 11 of whom had addresses in Ontario, holding in the aggregate approximately only 0.54% of the Shares. The applicants advised that the Ontario holders of shares would receive an English language copy of the take-over bid circular. Accordingly, as the applicants had provided evidence that the total number of Ontario shareholders was 13, holding approximately 0.54% of the Shares, staff recommended that the order be granted.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., clauses 100c(2)(c) and 92(1)(e)

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
BERKLEY WALLCOVERINGS INC.

ORDER
(Clause 100c(2)(c))

UPON the application of WCA Canada Inc. ("WCA") to the Ontario Securities Commission (the "Commission") for an order pursuant to clause 100c(2)(c) of the Securities Act, R.S.O. 1980, c.466, as amended (the "Act"), for an order exempting WCA (or a wholly owned subsidiary of WCA ("Subco")) from the requirements of sections 94 to 99 of the Act in connection with a proposed take-over bid (the "Bid") by WCA or Subco for all of the issued and outstanding common shares (the "Shares") of Berkley Wallcoverings Inc. ("Berkley");

AND UPON it being represented to the Commission that:

1. Berkley is a corporation incorporated under the laws of Canada and is not a reporting issuer under the Act;

2. the Shares are listed on the Montreal Exchange;
3. as at August 23, 1990, there were 4,100,000 Shares issued and outstanding;
4. WCA, together with its affiliates and associates, holds 3,932,700 Shares representing approximately 96 per cent of the outstanding Shares;
5. as at September 6, 1990, there were 127,816 Shares representing approximately 3.2 percent of the outstanding Shares held by three shareholders, the last address of whom as shown on the books of Berkley was in Ontario, including the Canadian Depository for Securities Inc. ("CDS") which held 127,813 Shares;
6. as at May 30, 1990, the Shares held by CDS were held for 21 parties, only 11 of whom had addresses in Ontario. These shareholders held in the aggregate 22,190 Shares representing approximately 0.54% of the outstanding Shares;
7. the Bid is being made in compliance with the Securities Act (Quebec), the regulations thereunder and the policies and rulings of the Commission des valeurs mobilières du Québec; and
8. all material relating to the Bid shall be sent, in the English language, concurrently to holders of Shares whose last address as shown on the books of Berkley is in Ontario.

AND UPON the Commission being of the opinion it would not be prejudicial to the public interest to do so;

IT IS ORDERED pursuant to clause 100c(2)(c) of the Act that WCA or Subco is hereby exempted from the requirements of sections 94 to 99 of the Act with respect to the Bid, provided that:

- a. the Bid is made in compliance with the requirements of the laws of the Province of Quebec; and
- b. all material relating to the Bid which is sent by or on behalf of WCA to holders of Shares is also sent to holders of Shares the last address of whom as shown on the books of Berkley is in Ontario and a copy of such material is delivered to the Commission.

October 11th, 1990.

"W. D. Moull"

"Paul L. Waitzer"

2.1.2 MACKENZIE FINANCIAL CORPORATION - SS. 113(2)

Headnote

Subsection 113(2) of Act - order granted that s. 113(1) of Act does not apply to any portfolio transaction referred to in paragraphs (a) or (c) thereof, effected by or on behalf of any mutual fund in respect of which Mackenzie Financial Corporation acts as manager, with or through Midland Walwyn Capital Inc., subject to terms and conditions set out in order.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 111, 111(1), 113(1), 113(1)(a), 113(1)(c), 113 (2).

Policies Cited

National Policy Statement No. 36

IN THE MATTER OF THE SECURITIES ACT
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
MACKENZIE FINANCIAL CORPORATION

ORDER

(Subsection 113(2))

UPON the application (the "Application") of Mackenzie Financial Corporation ("Mackenzie") to the Ontario Securities Commission (the "Commission") for an order pursuant to subsection 113(2) of the Securities Act, R.S.O. 1980, c.466, as amended (the "Act") that subsection 113(1) of the Act does not apply to any portfolio transaction referred to in paragraph (a) or paragraph (c) of subsection 113(1) of the Act, effected by or on behalf of any mutual fund of which Mackenzie is the manager, with or through Midland Walwyn Capital Inc. ("MWCI");

AND UPON reading the Application and the recommendation of the staff of the Commission;

AND UPON Mackenzie having represented to the Commission that:

1. Mackenzie is a corporation incorporated under the laws of the Province of Ontario;
2. Mackenzie is a reporting issuer under the Act and is not in default of any of the requirements of the Act or the Regulation made thereunder;
3. Mackenzie is registered under the Act as a dealer in the category of mutual fund dealer and as an adviser in the categories of investment counsel and portfolio manager;
4. Mackenzie's primary business activity is the management and promotion of its sponsored mutual funds (collectively the "Funds" and individually a "Fund"); each of the Funds presently managed by Mackenzie

is an open-ended mutual fund and the shares or units (the "Securities") of most of the Funds are offered for sale continuously in Ontario and elsewhere in Canada;

5. Mackenzie beneficially owns approximately 26.4% of the issued and outstanding ordinary shares of Midland Walwyn Inc. ("MWI") on an undiluted basis and approximately 19.8% on a fully-diluted basis; Mackenzie also has a right of first refusal from a third party in respect of approximately 11.5% of the issued and outstanding ordinary shares of MWI on an undiluted basis and approximately 9.1% on a fully-diluted basis;
6. MWI is the sole shareholder of MWCI, a securities dealer eligible to distribute Securities of the Funds;
7. for the purposes of sections 111 and 113 of the Act, each of MWI and MWCI may be considered to be a "related person or company" in relation to each Fund managed by Mackenzie;
8. brokerage fees are usually paid at the most favourable rates available to each Fund as permitted by the rules of the appropriate stock exchange, where applicable; Mackenzie is not under a contractual obligation to any party to allocate brokerage business and attempts to allocate brokerage business on an equitable basis, subject to obtaining competitive execution and price on each investment portfolio brokerage transaction;
9. Mackenzie will not have any contractual obligation to any person to allocate brokerage business to MWCI; however, Mackenzie wishes to have the ability to allocate brokerage business to MWCI provided that the terms offered by MWCI are competitive with those offered by other registered dealers;
10. for the purposes of compliance with subsection 111(1) of the Act, each of the Funds will disclose, in the body of each of its simplified prospectus and annual information form, particulars of the ownership relationships among Mackenzie, MWI and MWCI and that Mackenzie, as manager of the Fund, may in its discretion allocate brokerage business to MWCI from time to time in connection with portfolio transactions effected on behalf of the Fund, provided that the terms on which those transactions are effected by MWCI are competitive with those offered by other registered dealers;
11. principal transactions by MWCI with Mackenzie for the account of a Fund or any other portfolio account managed by Mackenzie may be effected in:
 - a. listed securities through the facilities of The Toronto Stock Exchange or another stock exchange in Canada which has regulations with respect to principal trading between a member and its client which are substantially to the same effect as those found in the general by-law of The Toronto Stock Exchange, provided that, at the time of any such transaction, Mackenzie does not have knowledge or belief that MWCI is acting as principal in such transaction;

- b. subject to MWCI, Mackenzie and the Canadian Securities Administrators reaching agreement as to the basis on which to determine that such transactions will be appropriately priced, debt securities issued or guaranteed by the government of Canada or by an agency thereof or by the government of a province or territory of Canada or by an agency thereof; and
 - c. securities of an issuer in the course of a distribution in respect of which MWCI is an underwriter if the securities so purchased by Mackenzie from MWCI in such circumstances do not, in the aggregate, represent more than 10% of all of the securities of the same class being underwritten by MWCI in such distribution and, where MWCI is the sole underwriter, if MWCI prior thereto or concurrently therewith disposes of all of the underwritten securities in the course of such distribution;
12. Mackenzie may purchase from a person other than MWCI for the account of any Fund, securities of any class of securities of any issuer for which MWCI acts as underwriter in the distribution of such class of securities provided that:
- a. such securities are debt issued or guaranteed by the government of Canada or by an agency thereof or by the government of a Province of Canada or by an agency thereof; or
 - b. if such securities are purchased in the course of a distribution, the securities purchased by Mackenzie for the account of all of the Funds (together with any such securities which are purchased for the account of any of the Funds from MWCI in accordance with recital 11(c) hereof) do not, in the aggregate, represent more than 10% of all the securities of such class being distributed in the course of such distribution; or
 - c. the securities purchased have been previously distributed to the public and are not being purchased in the course of a distribution; or
 - d. MWCI is not a member of the banking group and, as a selling group member, it distributes 5% or less of the securities underwritten;
13. all decisions to purchase or sell any portfolio security for and on behalf of any Fund will be made by Mackenzie having regard to its fiduciary obligations to the Fund and without regard to the relationship between Mackenzie and MWCI;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS ORDERED pursuant to subsection 113(2) of the Act that subsection 113(1) of the Act does not apply to any portfolio transaction referred to in paragraph (a) or paragraph (c) thereof, effected between MWCI and any Fund, provided that:

- A. the terms on which portfolio transactions are executed through MWCI by or on behalf of the Fund are competitive with those offered by other registered dealers;
- B. principal transactions by MWCI with Mackenzie for the account of a Fund managed by Mackenzie are effected at prices and on other terms which Mackenzie in good faith believes to be the same in all material respects as the basis on which such transactions would be conducted between them if Mackenzie did not have a share ownership in the holding company of MWCI;
- C. Mackenzie shall not engage in transactions with MWCI for the account of a Fund as permitted in recitals 11 and 12 above unless the Fund discloses in the body of each of its simplified prospectus and annual information form the fact that principal transactions might be effected on the basis set out above;
- D. the body of each of the simplified prospectus and annual information form of the Fund shall disclose particulars of the ownership relationships among Mackenzie, MWI and MWCI and that Mackenzie, as manager of the Fund, may in its discretion allocate brokerage business to MWCI from time to time in connection with portfolio transactions effected on behalf of the Fund, provided that the terms on which such transactions are effected by MWCI are competitive with those offered by other registered dealers;
- E. each Fund will make disclosure on an annual basis, in the annual information form of the Fund, with respect to brokerage commissions paid to MWCI as if MWCI were a "principal broker" of the Fund for purposes of National Policy No. 36; and
- F. Mackenzie will report to the Commission within 30 days following the end of each month setting forth in the manner prescribed by the Act the information required by subsection 113(1) thereof with respect to transactions for the account of a Fund with MWCI where the securities which are the subject of the transaction are in the course of a distribution in respect of which MWCI acts as underwriter; with respect to other transactions effected by or through MWCI for the account of a Fund, Mackenzie will report to the Commission within 30 days following the completion of each calendar quarter setting forth in the manner prescribed by the Act and the Regulation the information required by subsection 113(1) thereof.

November 5th, 1990.

"Charles Salter"

"W. D. Moull"

**2.1.3 ROYAL TRUSTCO LIMITED - SCL.
117(2)(A)(II) AND S. 140**

Headnote

Insiders exempted from reporting requirements with respect to the acquisition of securities through certain dividend, savings or option plans - Prior order revoked.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 6, 102, 117(2)(a)(ii), 140.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
ROYAL TRUSTCO LIMITED

ORDER

(Subclause 117(2)(a)(ii) and Section 140)

UPON the application of Royal Trustco Limited (the "Issuer"), a corporation incorporated under the laws of Canada to the Ontario Securities Commission (the "Commission"), pursuant to subclause 117(2)(a)(ii) and section 140 of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act") for an order exempting its insiders from the requirements of section 102 of the Act and revoking an order of the Commission dated August 9, 1979;

AND UPON the Commission having assigned to me, pursuant to section 6 of the Act, the power to make an Order under clause 117(2)(a) and section 140 of the Act;

AND UPON being satisfied in the circumstances of this particular case that there is adequate justification for making this Order, the conditions herein seeming just and expedient;

AND UPON being satisfied that to do so would not be prejudicial to the public interest;

IT IS ORDERED pursuant to subclause 117(2)(a)(ii) of the Act that the insiders of the Issuer are hereby exempted from the reporting requirements of section 102 of the Act with respect to the acquisition of securities of the Issuer through Part 1 of its Dividend Reinvestment and Share Purchase Plan, and its Share Thrift Plan (the "Plans") provided that:

1. Each insider files by January 31 of each year a report in the form prescribed by section 102 of the Act disclosing any increase not previously reported in the holdings of such insider of securities acquired through the Plans during the twelve month period ending January 1st, preceding such date; and
2. If any insider should dispose of securities acquired through the Plans prior to reporting the acquisition thereof, such insider shall file a report in accordance with section 102 of the Act disclosing therein both the acquisition and disposition of such securities.

AND IT IS FURTHER ORDERED that the order of the Commission dated August 9, 1979 exempting insiders who are holders of Class B shares of the Issuer from the reporting requirements of the then Section 110 of the Act with respect to Class B shares of the Issuer received by way of stock dividend is hereby revoked.

November 21st, 1990.

"L. Waite"

2.1.4 ROYAL TRUSTCO LIMITED - SCL. 117(2)(A)(II) AND S. 140

Headnote

Directors and senior officers of subsidiaries of issuer (other than those specifically excluded by the order) exempted from insider reporting requirements on certain conditions - Prior order revoked.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 6, 102, 104, 117(2)(a)(ii), 140.

Policies Cited

OSC Policy 10.1

APPENDIX "A"

List of subsidiaries of the Corporation whose assets, on a consolidated with its own subsidiaries, as of December 31, 1989 represented more than 10% of the consolidated assets of the Corporation and all its subsidiaries at that time, or whose sales and operating revenue, on a consolidated basis with its own subsidiaries, for the twelve-month period ended December 31, 1989 represented more than 10% of the consolidated sales and operating revenue of the Corporation and all its subsidiaries for that period.

- The Royal Trust Company
- Royal Trust Corporation of Canada
- RT Holdings, Inc.
- Pacific First Financial Corporation

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
ROYAL TRUSTCO LIMITED

ORDER

(Subclause 117(2)(a)(ii) and Section 140)

UPON the application of Royal Trustco Limited (the "Issuer"), a corporation incorporated under the laws of Canada, to the Ontario Securities Commission (the "Commission"), pursuant to subclause 117(2)(a)(ii) and section 140 of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act") and Commission Policy 10.1 for an order exempting certain of its insiders from the requirements of sections 102 and 104 of the Act and revoking an order of the Commission dated June 25th, 1980 exempting certain of its insiders from such requirements (the "Prior Order");

AND UPON the Issuer having submitted to the Commission a list of its subsidiary companies which it represents as disclosing all of its major subsidiaries within the meaning of Commission Policy 10.1 ("Major Subsidiaries") (See Appendix "A");

AND UPON the Commission having assigned to me, pursuant to section 6 of the Act, the power to make an order under clause 117(2)(a) and section 140 of the Act;

AND UPON being satisfied in the circumstances of this particular case there is adequate justification for making this Order, the conditions herein seeming just and expedient;

AND UPON being satisfied that to do so would not be prejudicial to the public interest;

IT IS ORDERED pursuant to subclause 117(2)(a)(ii) of the Act that the directors and senior officers of the subsidiaries of the Issuer, except those specified below, are hereby exempted from the requirements of sections 102 and 104 of the Act with respect to the Issuer;

AND IT IS FURTHER ORDERED that the exemptions contained in this Order do not apply to those directors and senior officers of subsidiaries of the Issuer:

1. who in the ordinary course receive knowledge of material facts or material changes with respect to the Issuer prior to general disclosure of such facts or changes;
2. who are or become directors or senior officers of any of the Major Subsidiaries;
3. who are or become insiders of the Issuer by reason of subparagraphs 1(1) 17 i or iii of the Act; or
4. who are denied the exemptions contained in this Order by another order of the Commission;

AND IT IS FURTHER ORDERED that the following are conditions of this Order:

1. The Issuer shall maintain a continuous review of the senior officers and directors of its subsidiary companies and shall advise the Commission promptly of any of them which become, or cease to be, exempted by this Order; and
2. The Issuer shall, upon the request of the Commission or its staff furnish any information reasonably necessary to determine whether a senior officer or director of any subsidiary is or is not exempted by this Order.

AND IT IS FURTHER ORDERED that the Prior Order is hereby revoked.

November 21st, 1990.

"L. Waite"

2.2 RULINGS

2.2.1 CANADIAN UTILITIES LIMITED - SS. 73(1)

Headnote

Subsection 73(1) - first trades in certain securities of the issuer acquired pursuant to a statutory plan of arrangement exempt from s. 52 of the Act subject to certain conditions - exemptions conditional upon issuer becoming reporting issuer under the Act by virtue of being TSE listed - s. 24 relief also granted in respect of certain trades made pursuant to the Arrangement.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am, s. 24, 52, 71(5) and 73(1).

Regulations Cited

Regulation under Securities Act, R.R.O. 1980, Reg. 910, as am., s. 18a.

Policies Cited

Ontario Securities Commission Policy 5.6, Prompt Offering Qualification System.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
CANADIAN UTILITIES LIMITED

RULING
(Subsection 73(1))

UPON the application (the "Application") of Canadian Utilities Limited ("CU") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to subsection 73(1) of the Securities Act, R.S.O. 1980, c. 466, as amended, (the "Act") that certain trades in securities of ATCOR Resources Ltd. ("ATCOR") to be distributed in connection with a statutory plan of arrangement (the "Arrangement") involving CU Enterprises Inc. ("CUE") and a corporation recently incorporated to facilitate the Arrangement ("Newco") pursuant to section 192 of the Canada Business Corporation Act R.S.C. 1985 c. C-44, as amended ("CBCA") shall not subject to sections 24 or 52 of the Act;

AND UPON CU having represented to the Commission that:

1. CU, a corporation incorporated under the laws of Canada, has been a reporting issuer under the Act for more than twelve months and is not in default of any requirements of the Act;

2. CU is, and after the Arrangement will continue to be, an eligible reporting issuer under the Prompt Offering Qualification System described in Ontario Securities Commission Policy 5.6;
3. CUE, a corporation incorporated under the laws of Alberta and to be continued under the laws of Canada prior to the Arrangement, is a wholly-owned subsidiary of CU and is not a reporting issuer under the Act;
4. ATCOR Ltd., a corporation incorporated under the laws of Alberta, is a wholly-owned subsidiary of CUE and is not a reporting issuer under the Act;
5. Newco is a corporation recently incorporated under the laws of Alberta and to be continued under the laws of Canada prior to the Arrangement to facilitate the Arrangement and is not a reporting issuer under the Act;
6. ATCO Ltd., directly and through its subsidiary CanUtilities Holdings Ltd., (both incorporated under the laws of Alberta) owns beneficially and of record, approximately 40% of the issued and outstanding Class A non-voting shares of CU and approximately 65% of the issued and outstanding Class B common shares of CU;
7. it is proposed that CU distribute to the holders of its Class A non-voting shares and Class B common shares 50% of the shares of ATCOR, the corporation to be formed by the amalgamation of CUE and Newco pursuant to the Arrangement;
8. the holders of Class A non-voting shares and Class B common shares of CU have been provided with a Management Proxy Circular setting out a detailed description of the Arrangement and the business of ATCOR;
9. for the last several financial years, the annual report of CU, filed with the Commission and sent to shareholders of CU, has contained a general discussion of the operating results of CU's non-utility oil and gas operations conducted by ATCOR Ltd., and the audited financial statements of CU have given segmented information with respect to revenues, expenses, total assets employed and capital expenditures of CU's non-utility oil and gas operations conducted by ATCOR Ltd.;
10. in each of the last several financial years, the quarterly financial statements of CU filed with the Commission and sent to CU shareholders have included a discussion of CU's non-utility oil and gas operations conducted by ATCOR Ltd.;
11. the Annual Information Forms filed by CU under the POP System contain a description of the non-utility oil and gas operations of ATCOR Ltd. and the Management Discussion and Analysis filed in 1990 with the Commission contains separate discussions of ATCOR Ltd.;

12. the TSE has conditionally approved the listing of the ATCOR shares to be issued on the Arrangement subject to the filing of evidence of adequate distribution and other usual documentation;
13. pursuant to the Arrangement the following will take place:
 - a. each outstanding Class A non-voting share of CU will be changed into one New Class A non-voting share of CU and one Class A Reorganization Share of CU;
 - b. each outstanding Class B common share of CU will be changed into one New Class B common share of CU and one Class B Reorganization Share of CU;
 - c. the CU Class A Reorganization Shares will be exchanged for Class A non-voting shares of Newco;
 - d. the CU Class B Reorganization Shares will be exchanged for Class B common shares of Newco;
 - e. CU will transfer certain of the outstanding Class A non-voting shares of CUE and outstanding Class B common shares of CUE to Newco in exchange for Special Shares of Newco;
 - f. CU will purchase the CU Class A Reorganization Shares and the CU Class B Reorganization Shares held by Newco for cancellation;
 - g. Newco will purchase the Special Shares of Newco held by CU for cancellation;
 - h. Newco and CUE will amalgamate to form ATCOR;
14. on the date the Arrangement becomes effective (the "Effective Date"), each holder of Class A non-voting shares of Newco will receive, in exchange for those Class A non-voting shares of Newco, Class A non-voting shares of ATCOR;
15. on the Effective Date, each holder of Class B common shares of Newco will receive, in exchange for those Class B common shares of Newco, Class B common shares of ATCOR;
16. on the Effective Date, holders of the Class A non-voting shares of CU and the Class B common shares of CU will hold approximately 50% of the issued and outstanding Class A non-voting shares of ATCOR and Class B common shares of ATCOR and CU will hold the balance;
17. ATCOR's principal assets will be all of the outstanding shares of ATCOR Ltd., which, prior to the Arrangement, were held by CUE;

18. following the amalgamation, the financial statements, business and operations of ATCOR will be materially identical to those of CUE;
19. ATCOR will carry on business under the name ATCOR Resources Ltd.;
20. the shareholders of CU have duly approved the Arrangement on November 19, 1990; and
21. the Court of Queen's Bench of Alberta has granted an order pursuant to section 192 of the CBCA on November 21, 1990 approving the Arrangement;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED, pursuant to subsection 73(1) of the Act, that the trades of CU Class A Reorganization Shares and CU Class B Reorganization Shares in exchange for the Class A non-voting shares of Newco and Class B common shares of Newco, as described in clauses 13(c) and (d), above, are not subject to section 24 of the Act;

AND IT IS FURTHER RULED, pursuant to subsection 73(1) of the Act, that notwithstanding subsection 71(5) of the Act, the first trade in any of the Class A non-voting shares of ATCOR and Class B common shares of ATCOR acquired by the holders of Class A non-voting shares of CU and Class B common shares of CU pursuant to the Arrangement (other than a first trade from the holdings of any person, company or a combination of persons or companies holding a sufficient number of any securities of ATCOR to affect materially the control of ATCOR) is not subject to section 52 of the Act, provided that:

- a. at the time of such first trades, the Class A non-voting shares of ATCOR and the Class B common shares of ATCOR are listed on the TSE; and
- b. such first trade is made in accordance with all the provisions of subsection 71(5) of the Act and section 18a of the Regulation made under the Act except for the provision in clause 71(5)(a) requiring that ATCOR has been a reporting issuer for at least twelve months at the time of such first trade.

November 22nd, 1990.

"W. D. Moull"

"Charles Salter"

2.2.2 FIRST MERCANTILE CURRENCY FUND, INC., THE AND THE FIRST MERCANTILE CURRENCY FUND - SS. 73(1)

Headnote

Relief granted for trades in rights and units issued upon the exercise of such rights from the requirement in clause 71(5)(a) that the issuer is a reporting issuer and has been a reporting issuer for at least 12 months where the issuer is carrying on the business of a reporting issuer that has been a reporting issuer for at least 12 months.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., 52, 71(5), 73(1)
Business Corporations Act, S.O. 1982, c. 4, as am., s. 181

Regulations Cited

Regulation under Securities Act, R.R.O. 1980, Reg. 910, as am., s. 18a.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
THE FIRST MERCANTILE CURRENCY FUND, INC.

AND

IN THE MATTER OF
THE FIRST MERCANTILE CURRENCY FUND

RULING (Subsection 73(1))

UPON the application of The First Mercantile Currency Fund, Inc. (the "Company") and The First Mercantile Currency Fund (the "Trust") (collectively, the "Fund") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to subsection 73(1) of the Securities Act, R.S.O. 1980, c. 466, as amended (the "Act") that the first trade in rights ("Rights") being issued by the Fund to holders of its units pursuant to a rights offering (the "Offering") being made pursuant to a rights offering circular dated November 7, 1990 (the "Rights Offering Circular") and the first trade in units of the Fund issued upon the exercise of Rights are not to be subject to section 52 of the Act;

AND UPON reading the application and the recommendation of staff of the Commission;

AND UPON the Fund having represented to the Commission that:

1. the Company is a closed-end investment company incorporated under the laws of the Province of Ontario;

2. the Company has been a reporting issuer under the Act since September, 1985 and is not in default of any requirement of the Act or the regulation made thereunder (the "Regulation");
3. the issued and outstanding capital of the Company as at November 13, 1990 consists of 100 common shares and 889,033 Class A Participating Partially Voting Shares (the "Class A Shares");
4. the Trust is a trust formed by the Company pursuant to a Declaration of Trust dated as at January 1, 1990;
5. the Trust has been a reporting issuer under the Act since January 2, 1990 and is not in default of any requirement of the Act or the Regulation;
6. as at November 13, 1990, there are 889,033 units of beneficial ownership in the trust (the "Trust Units");
7. under a reorganization (the "Reorganization") pursuant to a plan of arrangement under section 181 of the Business Corporations Act, 1982, S.O. 1982, c. 4, as amended, the Company amalgamated with its two subsidiaries, transferred its business assets to the Trust, and distributed to holders of Class A Shares one Trust Unit for each Class A Share held effective January 1, 1990;
8. upon completion of the Reorganization, the Class A Shares and the Trust Units were listed for trading on The Toronto Stock Exchange (the "TSE") as a single, non-detachable security (i.e. as the "Units");
9. since the Reorganization, the Trust and the Company have filed with the Commission and delivered to unitholders combined financial statements of the Trust and the Company and have otherwise conducted their affairs as if they were in fact one issuer;
10. application has been made to the TSE to list the Rights and the Units issuable upon the exercise of Rights;
11. none of the exemptions in the Act or the Regulation respecting the prospectus requirements of the Act clearly applies to the first trade in Rights or in Units issued upon the exercise of Rights; and
12. a Rights Offering Circular is being delivered to each registered holder of Units in connection with the Offering;

AND UPON the Commission being satisfied that to so rule would not be prejudicial to the public interest;

IT IS RULED pursuant to subsection 73(1) of the Act that the first trade in Rights and in Units issuable upon the exercise of Rights pursuant to the Offering is not subject to section 52 of the Act, provided that:

- A. such first trade is made in accordance with subsection 71(5) of the Act and section 18a of the Regulation, except for the requirement in clause 71(5)(a) that the Trust shall have been a reporting issuer for at least twelve months at the time of such first trade;

- B. each holder of Units in Ontario receives a copy of the Rights Offering Circular respecting the Offering; and
- C. all necessary TSE approvals respecting the Offering, including the approval for listing on the TSE of the Rights and Units issuable upon the exercise of Rights, have been obtained.

November 16th, 1990.

"W. D. Moull"

"J. W. Blain"

2.2.3 FIRST MERCANTILE CURRENCY FUND, INC., THE AND THE FIRST MERCANTILE CURRENCY FUND - SCL. 79(B)(II)

Headnote

Exempts the Corporation and the Trust from the requirements of sections 76, 77 and 78 of the Securities Act provided that the Fund files and distributes combined financial statements of the Corporation and the Trust.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., s. 76, 77 and 78.

IN THE MATTER OF THE SECURITIES ACT
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
THE FIRST MERCANTILE CURRENCY FUND, INC.

AND

IN THE MATTER OF
THE FIRST MERCANTILE CURRENCY FUND

ORDER
(Subclause 79(b)(ii))

UPON the application of The First Mercantile Currency Fund, Inc. (the "Corporation") and The First Mercantile Currency Fund (the "Trust"), (collectively the "Fund") to the Ontario Securities Commission (the "Commission") for an order pursuant to subclause 79(b)(ii) of the Securities Act, R.S.O. 1980, c.466, as amended (the "Act") to permit the Fund to file and distribute, pursuant to sections 76, 77 and 78 of the Act, combined financial statements of the Corporation and the Trust in lieu of the individual financial statements of the Corporation and the Trust otherwise required to be filed and distributed under the Act;

AND UPON reading the application and the recommendation of staff of the Commission;

AND UPON it being represented by the Fund to the Commission that:

1. the Corporation is a closed-end investment company incorporated under the laws of the Province of Ontario;
2. by Plan of Arrangement pursuant to the Business Corporations Act, 1982 (Ontario), a closed-end trust called The First Mercantile Currency Fund was formed by the Corporation, all of the assets of the Corporation were assigned to this Trust and Units (the "Trust Units") of the Trust were issued pro rata to the holders of Class A Participating Partially Voting Shares (the "Class A Shares") of the Corporation;
3. the Class A Shares of the Corporation and the Trust Units are listed and posted for trading on The Toronto Stock Exchange on an inseparable basis as Units; and

4. the Corporation files and distributes combined financial statements of the Fund to the holders of Class A Shares and Trust Units;

AND UPON the Commission being satisfied that to so order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to subsection 79(b)(ii) of the Act that the Corporation and the Trust are exempt from the requirements of sections 76, 77 and 78 of the Act provided that:

- A. the Fund files with the Commission and distributes to the holders of the Class A Shares and the Trust Units the combined financial statements of the Corporation and the Trust in lieu of the individual financial statements of the Corporation and the Trust; and
- B. this order shall terminate thirty (30) days after a change occurs that materially affects the equity interests of the holders of Class A Shares and Trust Units in the structure of the Corporation and the Trust.

November 16th, 1990.

"W. D. Moull"

"J. W. Blain"

2.2.4 YUBA WESTGOLD, INC. AND YUBA SILICA, INC. - SS. 73(1)

Headnote

Issuance of shares of a Delaware corporation and a California corporation to shareholders of an Ontario Corporation pursuant to a three-cornered amalgamation exempt pursuant to paragraph 34(1)15 and clause 71(1)(i) of the Act - Securities acquired by Ontario shareholders subject subsection 71(5) - First trade in securities acquired pursuant to three-cornered amalgamation not subject to requirements of section 24 or 52 subject to certain terms and conditions.

Statutes Cited

Securities Act, R.S.O. 1980, c. 466, as am., ss. 24, 34(1)15, 71(1)(i), 71(5) and 73(1)

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF
YUBA WESTGOLD, INC.

AND

IN THE MATTER OF
YUBA SILICA, INC.

RULING
(Subsection 73(1))

UPON the application of Yuba Westgold, Inc. ("Yuba") and Yuba Silica, Inc. ("Silica") to the Ontario Securities Commission (the "Commission"), made on behalf of their shareholders resident in Ontario (the "Ontario Shareholders"), for a ruling, pursuant to subsection 73(1) of the Securities Act, R.S.O. 1980, c.466, as amended (the "Act"), that the first trade in common shares and warrants (the "Common Shares" and "Warrants", respectively), each Warrant entitling the holder to acquire a further Common Share of Yuba and common shares of Silica (collectively, the "Securities") issued to the Ontario Shareholders pursuant to a three-cornered amalgamation (the "Amalgamation") made in reliance on the exemptions contained in paragraph 34(1)15 and clause 71(1)(i) of the Act are not subject to section 24 or 52 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON Yuba and Silica having represented to the Commission that:

1. Yuba, a corporation incorporated under the laws of the State of Delaware, is not a reporting issuer in the Province of Ontario or any other province of Canada nor are any of the securities of Yuba traded on any Canadian stock exchange. The Common Shares of Yuba are traded on the Pacific Stock Exchange and Yuba is subject to the informational requirements of the Securities Exchange Act of 1934 of the United States of America (the "1934 Act");

2. Silica, a corporation incorporated under the laws of California, is not a reporting issuer in the Province of Ontario or any other province of Canada nor any of its securities listed on any Canadian or foreign stock exchange or otherwise publicly traded;
3. pursuant to the Amalgamation, Yuba American Gold, Ltd. ("YAGL"), a corporation incorporated under the laws of Ontario, amalgamated with 895299 Ontario Limited, a corporation incorporated under the laws of Ontario and a wholly-owned subsidiary of Yuba. The Ontario Shareholders, formerly the shareholders of YAGL resident in Ontario, acquired the Securities in exchange for their common shares and warrants of YAGL. Following the Amalgamation YAGL became a wholly-owned subsidiary of Yuba;
4. the distribution of Securities to the Ontario Shareholders pursuant to the Amalgamation was exempt under paragraph 34(1)15 and clause 71(1)(i) of the Act;
5. the Ontario Shareholders hold less than 1% of common shares of Yuba and less than 1% of common shares of Silica;
6. it is not anticipated that either Yuba or Silica will become a reporting issuer under the Act;
7. each of the Ontario Shareholders was furnished with an information circular in connection with the Amalgamation, which circular was prepared in accordance with the disclosure requirements set forth in the Act and the Ontario Business Corporations Act, 1982 and which circular included prospectus level disclosure relating to Yuba and Silica; and
8. the first trade in Securities acquired by the Ontario Shareholders pursuant to the Amalgamation would be a distribution pursuant to subsection 71(5);

AND UPON the Commission being of the opinion that to do so would not be prejudicial to the public interest;

IT IS RULED pursuant to subsection 73(1) of the Act that the first trade by the Ontario Shareholders in any of the Securities issued by Yuba and Silica to the Ontario Shareholders pursuant to the Amalgamation are not subject to sections 24 or 52 of the Act, provided that:

- A. the first trade in any of the Securities issued to the Ontario Shareholders is a distribution unless such first trade is made either through the facilities of a stock exchange in the United States on which the applicable Securities are listed at the time of the trade or in the over-the-counter market in the United States in accordance with the rules of the National Association of Securities Dealers Automated Quotation System ("NASDAQ") if the Securities are quoted on such system at the time of the trade, in accordance with all laws applicable to such stock exchange or NASDAQ respectively, as the case may be; and

- B. Yuba shall send to each Ontario Shareholder a copy of this ruling together with a letter specifically referring to the resale restrictions set out in paragraph A hereof.

November 15th, 1990.

"W. D. Moull"

"Charles Salter"

Reasons: Decisions, Orders and Rulings

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

Cease Trading Orders

4.1 EXTENDING ORDERS

Company Name	Date of Temporary Order	Date of Hearing	Date of Extending Order	Date of Rescinding Order
ATLANTIQUE VIDEO & SOUND INC.	13/NOV/90	---	26/NOV/90	---

Chapter 5

Policies

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

Requests for Comments

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

Insider Trading Reports

Information in this section has been summarized from Insider Reports filed with the Commission.

In the tables on the succeeding pages, the name of the Issuer is followed by a description of the Security, the name of the Insider, and, in the column labelled Rel'n, one or more codes indicating his (or its) relationship to the Issuer.

Codes are used in the column labelled T/O to indicate the Nature of the Transaction and the Nature of the Ownership.

* An asterisk in the Insider column indicates that the data in the Report does not correspond to the data in the Commission computer.

Guide to Codes

Relationship of Insider to Issuer (Rel'n)

- | | | | |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Reporting issuer which has acquired securities issued by itself (or, under the Canada Business Corporation Act, by any of its affiliates) | 4 | Director of a reporting issuer. |
| 2 | Subsidiary of the reporting issuer. | 5 | Senior officer of a reporting issuer. |
| 3 | Security holder who beneficially owns or who exercises control or direction over more than 10% of the securities of the reporting issuer (or, under the Bank Act and in Quebec, 10% of a class of shares) to which are attached voting rights or an unlimited right to a share of the profits and in its assets in case of winding-up. | 6 | Director or senior officer of a security holder referred to in 3 above. |
| | | 7 | Director or senior officer of an affiliate (or, under the Bank Act and in Quebec, a subsidiary) of the reporting issuer, other than in 4, 5, and 6 above. |
| | | 8 | Deemed an insider under the Canada Business Corporations Act or the Bank Act. |

Nature of Transaction (T/O)

- | | | | |
|----|---------------------------------------------------------------------------------|----|--------------------------------------------|
| 00 | Initial report of an insider | 60 | Short sale |
| 10 | Purchase or sale carried out in the market, excluding the exercise of an option | 70 | Exercise of warrants |
| 20 | Purchase or sale carried out privately | 75 | Exercise of rights |
| 22 | Acquisition or disposition pursuant to a take-over bid | 76 | Exercise of options |
| 25 | Change in the nature of ownership | 78 | Conversion or exchange |
| 30 | Acquisition or disposition under a plan | 82 | Capital reorganization |
| 35 | Stock dividend | 84 | Stock split or consolidation |
| 40 | Purchase or sale of a call option | 85 | Redemption - cancellation |
| 45 | Purchase or sale of a put option | 87 | Issuer bid |
| 46 | Expiration of an option | 90 | Compensation for property |
| 50 | Acquisition or disposition by gift | 95 | Compensation for services |
| 55 | Acquisition by inheritance or disposition by bequest | 96 | Grant of options |
| | | 97 | Other (than referred to above) |
| | | 99 | Correction of information (amended report) |

Nature of Ownership (T/O)

- | | |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| None | Securities are beneficially owned directly |
| 1 | The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity. This is also referred to as an indirect interest in the securities. |

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
ACUMA INTERNATIONAL INC.	MacCallum, Douglas Lloyd	ACUMA INTERNATIONAL INC.	7	20Nov90	10	7500		0.18	16500
ALLIED-LYONS PLC	Giffen, John Archie Joan E. Giffen	ALLIED-LYONS PLC	4	30Sep90	30	268		10.40	3499
			4	30Sep90	00 1				100
AMERICAN EXPRESS COMPANY	Beller, Gary A.	AMERICAN EXPRESS COMPANY	5	18May90	99		1876	29.44 US	48376
	Penske, Roger S.		4	5Nov90	10	50000		18.875 US	54000
AMOCO CORPORATION	Brown, Richard N.	AMOCO CORPORATION	7	31Oct90	30	459			
			7	31Oct90	76	2000			
			7	31Oct90	76		2000		6035
	Peterson, David L.	AMOCO CORPORATION OPTIONS	7	31Oct90	76		2000		21700
			7	31Oct90	10	10	800		272
ANTELOPE RESOURCES INC.	Hessert, C. Von	ANTELOPE RESOURCES INC.	45	25Oct90	10		5000	0.18	
			45	25Oct90	10		1000	0.17	
			45	25Oct90	10		57000	0.16	415875
ARC INTERNATIONAL CORPORATION	Rittenberg, Sheldon M.	ARC INTL CORP	7	4Oct90	10		30000	0.88	351858
	Trainor, William R.		5	14Nov90	10		100000	0.60	67340
ARMBRO ENTERPRISES INC.	Armbro Enterprises Inc.	ARMBRO ENTERPRISES INC.	1	Sep90	87	10700			
			1	Oct90	87	1800		6.875	
			1	4Oct90	85		900		
			1	17Oct90	85		10500		
			1	18Oct90	87	4700		6.75	
			1	19Oct90	85		1100		
			1	24Oct90	87	500		6.625	
			1	19Nov90	85		4200		0
BANISTER INC	Trimac Limited	BANISTER CONTL LTD	3	7Nov90	20	466504		9.78	1493104
BANK OF MONTREAL	Mulholland, William David Nominee name Share Ownership Program	BANK OF MONTREAL	45						
			45	14Nov90	30 1	1006			16533
			45	20Mar90	30 1	45			
				20Mar90	30 1		1915	29.38	0
BANK OF NOVA SCOTIA, THE	Birmingham, Bruce Robert RRSP	BANK OF NOVA SCOTIA	5						
				31Oct90	30 1	274			830
	Brown, James Drew		5	31Oct90	30	318			530
	Chambers, Mary Ann Veronica		5	31Oct90	30	187			411
	Chisholm, John Brian		5	31Oct90	30	205			622
	Connolly, Robin Alexander Jennifer S. Connolly Scott D. Connolly		5	31Oct90	30	260			367
			5	31Oct90	00 1				30
			5	31Oct90	00 1				15
	Evans, Michael Douglas		5	31Oct90	99				2074
	Hart, Stephen Peter		5	31Oct90	30	172			741
	Henderson, Arthur V.		5	31Oct90	30	358			1957
	Jestin, Warren		5	31Oct90	30	141			401
	Koehler, John Dromgole		8	31Oct90	30	97			599
	Maxwell, Vernon B.		7	31Oct90	30	336			4129
	McCabe, John O.		5	31Oct90	30	95			1086
	Nist, Lyle Gary		5	31Oct90	30				631
	Oliver, John E.		5	31Oct90	30	273			829
	Palmer, Joseph Edward		5	31Oct90	30	148			247
	Parker, Helen Anne (Mrs)		4	29Oct90	30	1074			9510
	Regnitter, Henry A. Plans		5	31Oct90	00				802
			5	31Oct90	30 1	237			647
	Richardson, Robert Andrew		5	31Oct90	30	643			5118
	Smith, David Alan		5	23Nov90	30	192			680
	Tiemens, John Martin Albert		5	31Oct90	30	221			477
BATON BROADCASTING INCORPORATED	Ontario Municipal Employees Retirement Board Montowr & Co. Roytor & Co. #1	BATON BROADCASTING INCORP	3						
			3	31Oct90	10 1		200		80500
				31Oct90	00 1				2740800

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings	
BELTECO HOLDINGS INC.	Erikson, Christine	BELTECO KIRKLAND MINES LTD	345							
	774226 Ontario Inc. Krater Minerals Inc.		345	21Nov90 21Nov90	97 1 97 1		439299	0.05 0.05	0 439299	
BIRON BAY RESOURCES LIMITED	Taylor, Leonard James	BIRON BAY RES LTD	4	Oct90	10	20500			734429	
	664782 Ontario Limited		4	Aug90	10 1	31500				
			4	Sep90	10 1	25000				
			4	12Oct90	10 1	12000			255542	
BRAMALEA LIMITED	Salter, Douglas N.	BRAMALEA LTD	57	20Nov90	76	2250		3.54		
			57	20Nov90	10		35600	5.625	0	
	U.S. Employee Stock Option Plan	BRAMALEA LTD OPTION	57	20Nov90	76 1		2250	3.54	121237	
BREAKWATER RESOURCES LTD.	Bayley, Brian E.	BREAKWATER RES LTD	7	5Oct90	10		10000	1.01	27500	
BRITISH COLUMBIA TELEPHONE COMPANY	Rae, Barbara J.	B C TELEPHONE CO	4	1Oct90	99	19			1252	
BRYNDON VENTURES INC.	Manson, Paul Butzner	BRYNDON VENTURES INC.	5	26Oct90	10		500	0.30	44500	
CABRE EXPLORATION LTD	Maaskant, Garry R.	CABRE EXPL LTD	5	19Jul90	10		5000	8.00		
			5	31Aug90	10	47	8.25			
			5	31Aug90	10	45	8.75			
			5	13Sep90	10		2700	8.88		
			5	30Sep90	10	179	8.75			
			5	1Oct90	10		5000	8.88		
			5	2Oct90	10		5000	9.13	58852	
			5	2Oct90	00 1				23500	
	Wheeler, Harry B. RRSP		345	19Nov90	10		20000	8.00	955507	
			345	19Nov90	00 1				18800	
	CAMBRIDGE SHOPPING CENTRES LIMITED	Caisse De Depot Et Placement Du Quebec Ivanhoe Inc.	CAMBRIDGE SHOPPING 8% DEB.	3	15Nov90	00				6235000
				3	15Nov90	00 1	1000000		93.50	1200000
				3	20Nov90	00				471855
Ivanhoe Inc.		CAMBRIDGE SHOPPING CENTRES	3	20Nov90	10 1	20000		22.44	2185300	
CANADA NORTHWEST ENERGY LIMITED	Kirker, Raymond James	CANADA NORTHWEST ENERGY LTD	5	31Aug90	10		5000	1.70		
			5	31Aug90	10		3800	1.75		
			5	5Sep90	10		11200	1.70		
			5	18Sep90	10		3000	1.70		
			5	21Sep90	10		17000	1.70		
	Family Holding Co.		5	13Nov90	10		6700	1.25	60316	
			5	13Nov90	00 1				66326	
CANADIAN "88" ENERGY CORP.	Eisentraut, Marianne	CANADIAN "88" ENERGY CLASS A	5							
				5Nov90	00 1				249682	
	301200 Alberta Ltd.									
	Noval, Greg		3456	6Nov90	10	2000		0.20		
		3456	7Nov90	10	1000		0.20	22504169		
	Pilling, Robert A.		5	5Nov90	00				490000	
CANADIAN EXPRESS LIMITED	Hennigar, David John	CANADIAN EXPRESS LIMITED	4	9Jan90	75	17500		0.70		
			4	18Oct90	22		23432	0.65		
			4	19Oct90	10		63968	0.20	100	
			4	19Oct90	10			0.20		
	Forest Lane Holdings		4	9Jan90	75 1	1250		0.70		
			4	18Oct90	22 1		1673	0.65		
			4	19Oct90	10 1		4577	0.20	0	
			4	19Oct90	10 1			0.20		
	Papermill Lake Holdings		4	9Jan90	75 1	14200		0.70		
			4	18Oct90	22 1		19014	0.65		
			4	19Oct90	10 1		51986	0.20	0	
			4	9Jan90	75 1	1750		0.70		
	RRSP		4	18Oct90	22 1		2343	0.65		
4			18Oct90	22 1		2343	0.65			
4			30Oct90	10 1		6407	0.16	0		
CANADIAN HOME SHOPPING NETWORK (CHSN) LTD.	Rogers Communications Inc.	CANADIAN HOME SHOPPING NET	3							
	CVN Holdings Ltd. Shopping Holdings Ltd.		3	25Oct90 25Oct90	75 1 75 1	8157067 17929531		0.50 0.50	10399860 21034395	
CANADIAN IMPERIAL BANK OF COMMERCE	Conte, Victor J.	CDN IMP BK COMM	5							
	Employee Share Purchase Plan			30Sep90	30 1	195		21.88 aprx.	195	
	Lowry, John Leeroy		5	1Oct90	10	5000		22.25	8000	
	Masse, James R.		5	12Mar90	10	1800		29.125	1800	

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
	Employee Share Purchase Plan		5	1Nov90	30 1	507			1633
	Wegener, John F.		5	12Oct90	10		24000	21.875	0
	Wegener Family Trust		5	16Jul90	10 1		500	28.125	
			5	20Aug90	10 1		500	26.25	
			5	9Nov90	30 1	197			1036
CANADIAN OCCIDENTAL PETROLEUM LTD.	Read, Fiona M.D.	CDN OCCIDENTAL PETE LTD	5	16Nov90	00				
CANCAPITAL CORPORATION	Ismond, Wesley G.	CANCAPITAL CORP	45	15Nov90	10	2400		2.50	
			45	16Nov90	10	800		2.50	
			45	16Nov90	10	2500		2.40	
			45	19Nov90	10	600		2.30	
			45	20Nov90	10	1400		2.30	
			45	21Nov90	10	600		2.20	
			45	22Nov90	10	200		2.20	
			45	23Nov90	10	200		2.20	72100
CENTENNIAL HOTELS LIMITED	Foster, Robert J.	CENTENNIAL HOTELS LTD CLASS A	45	13Nov90	10	2500		2.80	18850
CENTRAL CAPITAL CORPORATION	Bassel, John Peter	CENTRAL CAPITAL CORP	7						
	PMSM Investments Ltd.		7	Oct90	99 1	20600			
			7	Oct90	99 1		19600		2535700
CFS GROUP INC.	Kawaja, Michael	CFS GROUP INC.	345	23Nov90	25	75000			200000
	132876 Canada Inc		345	23Nov90	00 1				556667
	Ajawk Investments Ltd.		345	5Oct90	25 1		150000	0.87	4025000
CITADEL GOLD MINES INC.	Bloom, Lynda	CITADEL GOLD MINES INC	45	29Mar90	00				10000
CO-STEEL INC.	Ontario Municipal Employees Retirement Board	CO STEEL INC SUB VOTING	38						
	Brant Investments		38	31Oct90	10 1	7800			101800
	Montowr & Co.		38	31Oct90	10 1		100		90700
	Roytor & Co. #1		38	31Oct90	10 1	119100		14.80	2016252
COHO RESOURCES LIMITED	Leonard, Marie	COHO RES LTD	5	21Nov90	00				123588
	RRSP		5	21Nov90	10 1	500		4.00	2000
CONSOLIDATED HCO ENERGY LTD.	Connolly, Daryl Henry	CONSOLIDATED HCO ENERGY LTD	45	30Oct90	10	200		1.15	
			45	31Oct90	76	21668		0.50	69679
	Richardson, James R.		45	21Jun90	20	4280		1.18	
			45	31Oct90	76	21266		0.50	37546
CONSUMER GENERAL INC.	Equus Industries Inc.	CONSUMER GENERAL INC.	3	26Mar90	97	1317959		0.50	
			3	15Oct90	20		675000	0.026	
			3	24Oct90	20		325000	0.026	1317959
COOPERATIVE ENERGY DEVELOPMENT CORPORATION	Martin, David Q.	COOPERATIVE ENERGY CL A	4	26Nov90	55	200			22738
COSCAN DEVELOPMENT CORPORATION	Morley, H. K.	COSCAN DEVEL CORP	45	25Oct90	10		3850	5.125	53750
	Morley, Rachel M.		8	25Oct90	10	3850		5.125	3850
CRAFTECH MANUFACTURING INC.	Enns, Rudy Garnet	CRAFTECH MAUFACTURING INC.	345	19Oct90	10		9536	0.001	42964
	Enco Ltd.		345	18Jul90	10 1	2500		0.68	
			345	19Oct90	10 1	5000		0.65	7500
	Steinman Holdings Inc.		345	19Sep90	10 1		59600	0.001	2229400
CURRAGH RESOURCES INC.	Weymark, William James	CURRAGH RESOURCES SUBORDINATE	5	21Nov90	10		1000	5.375	0
CZAR RESOURCES LTD.	Radcliffe, Wayne Thomas	CZAR RES LTD	5						
	CDS & Co.			2Nov90	30 1	726		1.14	2126
	Visscher, Herbert J.		8	2Nov90	00				6561
	National Trust		8	2Nov90	30 1	691		1.139	2025
DATATECH SYSTEMS LTD.	Levy, Lorne J.	DATATECH SYSTEMS LTD CNV DEB	4	19Oct90	25		10000	75.00	
			4	19Oct90	25		10000	75.00	0
	Personal Holding Company		4	19Oct90	25 1	10000		75.00	
		DATATECK SYSTEMS LTD CNV DEB	4	19Oct90	25 1	10000		75.00	20000
DAVIS DISTRIBUTING LIMITED	Davis Distributing Limited	DAVID DISTRG LTD CL B		18Oct90	87	10000		2.12	
				18Oct90	85		10000		0
	Davis, Bernard		453	18Oct90	00				24450
	RRSP		453	18Oct90	10 1	2000		2.15	30550
DIMETHAID RESEARCH INC	Westlake Holdings Inc.	DIMETHAID RESEARCH COMMON	3	1Oct90	00				24000000
			3	12Oct90	20		12000000	80.00	12000000

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DUNDEE CAPITAL INC.	Linthwaite, John A.	DUNDEE CAPITAL INC COMMON	7	28Jun90	82	9702		6.11	
			7	30Jun90	30	762		5.90	
			7	3Oct90	95	100			10564
		DUNDEE CAPITAL INC WARRANTS	7	28Jun90	82	2425			2425
EMERGING GERMANY FUND INC., THE	Birnbaum, Robert J.	EMERGING GERMANY COMMON	4	12Nov90	10	1000		7.75 US	1000
ENERPLUS RESOURCES CORPORATION	Bourgeois, Gary F.	ENERPLUS FD TRUST UNIT "G"	4						
				9Oct90	97 1	8000			8000
		ENERPLUS RES PETE RLTY "G"	4	9Oct90	97 1	13000			13000
			4	9Oct90	97 1		8000		0
			4	9Oct90	97 1		13000		0
ENERPLUS RESOURCES FUND	Taylor, John M.	ENERPLUS RES CORP UNITS	4	3Aug90	00				
		ENERPLUS RESOURCES FUND	4	3Aug90	00				
ETHYL CORPORATION	Bass, Sampson H. Jr. PAYSOP Savings Plan wife	ETHYL CORP	5	1Oct90	35	33			5628
			5	30Sep90	00 1				143
			5	30Sep90	30 1	44			6004
			5	1Oct90	00 1				52
FEDERAL INDUSTRIES LTD.	Ontario Municipal Employees Retirement Board Brant Investments Montowr & Co.	FEDERAL INDUSTRIES CL A COMMON	3						
				31Oct90	00 1				201800
			3	31Oct90	00 1				147900
			3	31Oct90	00 1				60000
FORTIS INC.	Roytor & Co. #1 Montowr & Co.	FORTIS INC. CLASS A COMMON	3	31Oct90	10 1	211490		8.943 units	3086482
			3	30Sep90	10 1		100		58300
			3	30Sep90	00 1				1321164
FOUR SEASONS HOTELS INC.	Mongeau, David C.	FOUR SEASONS HTLS INC SUB VTG	5	17Sep90	96	36000		15.07 aprx.	
			5	14Nov90	76		1600	14.125	58000
FPI LIMITED	Gregory, Gabriel	FPI LTD	7	14Nov90	00				
			3						
	Ontario Municipal Employees Retirement Board Montowr & Co. Roytor & Co. #1			14Nov90	10 1	7900		5.376	102100
			3	14Nov90	00 1				1858400
FREEWEST RESOURCES INC.	Watson, Mackenzie I.	FREEWEST RES INC COMMON	0	25Oct90	76	10000		1.45	
			0	25Oct90	76	15000		1.65	890168
FROBISHER RESOURCES LTD.	Lamond, Robert William Orbit Oil & Gas	FROBISHER RES INC COMMON	45						
				8Nov90	99 1		3000	1.35	
			45	9Nov90	99 1		1200	1.35	
			45	13Nov90	99 1		18900	1.35	
			45	14Nov90	10 1		6100	1.35	
			45	19Nov90	10 1		1000	1.36	268800
	Orbit Oil & Gas Ltd.		3	8Nov90	99		3000	1.35	
			3	9Nov90	99		1200	1.35	
			3	13Nov90	99		18900	1.35	
			3	14Nov90	10		6100	1.35	
			3	15Nov90	10		100	1.40	
			3	19Nov90	10		1000	1.36	268800
			3	20Nov90	10		1000	1.36	
			3	21Nov90	10		2000	1.36	
GEAC COMPUTER CORPORATION LIMITED	Drury, R . E.	GEAC COMPUTER CORP LTD	46	15Jul87	00				
			46	21Nov90	97	200000		1.20	200000
GOLDEN BRIAR MINES LIMITED	McLeod, Murdo C. *	GOLDEN BRIAR MINES LTD	43	6Nov90	10	5000		0.10	641800
GOLDEN HARKER EXPLORATIONS LIMITED	Houghton, Wayne	GOLDEN HARKER EXPL LTD	4	19Nov90	10	5000		0.26	13200
GOLDEN KNIGHT RESOURCES INC.	Keevil, Norman Bell	GOLDEN KNIGHT RES INC	6	30Oct90	76	30000		8.75	
		GOLDEN KNIGHT RES INC OPTIONS	6	30Oct90	76		30000		3000
GOLDNEV RESOURCES INC.	Pezim, Murray * Zareba Inv. Ltd.	GOLDNEV RES INC	46	12Oct90	10		5000	1.035 aprx.	
			46	18Oct90	10	247500		1.035 aprx.	1217080
			46	18Oct90	00 1				52800
GOLDSIL RESOURCES LTD.	Ingot Capital Corp.	GOLDSIL RESOURCES LTD.	6	31Oct90	97		211283		0
GOLDTECK MINES LIMITED	Guminski, J.A. MacDonald, David M. R.R.S.P.	GOLDTECK MINES LTD	5	19Oct90	10	10000		0.32	60000
			5	31Oct90	00				540600
			5	31Oct90	10 1	2000		0.34	62000
GRANDMA LEE'S INC.	Farlinger, John Alan	GRANDMA LEE'S INC	45	Oct90	97		5000	0.15	308000

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GREAT-WEST LIFE ASSURANCE COMPANY, THE	Dackow, Orest Taras	GREAT WEST LIFE ASSURANCE	5	29Oct90	10	20		425.00	20
GREAT-WEST LIFE CO INC.	Great-West Lifeco Inc.	GREAT WEST LIFE CO INC	1	31Oct90	87	3000		11.797 aprx.	
			1	31Oct90	85		2200		800
H.E.R.O. INDUSTRIES LTD.	Middlefield Capital Fund	HERO INDS LTD	3	15Nov90	97 1		113365		878135
	New Frontiers Development Trust		3	15Nov90	00 1				1584400
HIGH RIVER GOLD MINES LTD.	Oakley, Gary F.	HIGH RIVER GOLD MINES	4						
	Berkeley Group Limited			18Oct90	10 1	10000		0.36	155000
	Yue, David		45	3Oct90	10	120000		0.40	
			45	6Oct90	10	50000		0.40	
		HIGH RIVER GOLD MINES OPTIONS	45	26Oct90	10		20000	0.46	563900
			45	26Oct90	00				270000
HUDSON'S BAY COMPANY	Cunningham, John M.	HUDSONS BAY CO	5	6Sep90	20	1869		20.875	5978
		HUDSONS BAY CO OPTION	5	6Sep90	30	14803			45053
	Fraser, Stuart W.		5	6Sep90	30	18411			56036
	Harris, Donald G.	HUDSONS BAY CO	7	16Aug90	20	2704		20.87	
			7	16Aug90	25		1125		7522
	Dividend Re-Inv. Plan		7	16Aug90	00 1				389
	RREP		7	16Aug90	00 1				4000
	Share Purchase Plan		7	16Aug90	00 1				93
	Wood Gundy		7	16Aug90	25 1	1125			6076
		HUDSONS BAY CO OPTION	7	6Sep90	30	3024			13774
	Hogan, Robert N. D.	HUDSONS BAY CO	5	17Sep90	76	558		12.68	
			5	17Sep90	10		58	16.25	
			5	17Sep90	10		500	16.375	
			5	30Oct90	20	688		22.50	2319
	Dividend Reinvestment Plan		5	17Sep90	00 1				114
		HUDSONS BAY CO OPTION	5	6Sep90	30	12233			
			5	6Sep90	30		558		36675
	Hughes, Ronald P.	HUDSONS BAY CO	5	6Sep90	76	745		12.42	
			5	6Sep90	76	335		12.68	
			5	6Sep90	10		1080	17.375	0
		HUDSONS BAY CO OPTION	5	6Sep90	30	13707			
			5	6Sep90	76		1080		40652
	Kitteridge, David		5	6Sep90	30	6529			19876
	Kosich, George J.	HUDSONS BAY CO	45	30Oct90	20	15224		20.25	48944
	Dividend Reinvestment Plan		45	30Oct90	00 1				1612
		HUDSONS BAY CO OPTION	45	6Sep90	30	98421			299671
	Lemoine, Jean Louis		5	6Sep90	30	5018			14518
	Lukassen, Gary John	HUDSONS BAY CO	5	30Oct90	20	1320		19.87	4120
	Scotia McLeod		5	30Oct90	00 1				1100
	Share Purchase Plan		5	30Oct90	00 1				1162
		HUDSONS BAY CO OPTION	5	6Sep90	30	36615			111490
	MacGregor, Christopher		5	6Sep90	30	8630			26280
	Martin, Michael		5	6Sep90	30	9900			30150
	McDonald, Raymond J.		5	6Sep90	30	12779			38904
	Monaghan, Michael		5	6Sep90	30	5155			15705
	Peter, Norman R.	HUDSONS BAY CO	5	30Oct90	20	1341		19.00	4213
	Share Purchase Plan		5	30Oct90	00 1				97
		HUDSONS BAY CO OPTION	5	6Sep90	30	34481			104931
	Walters, Sheila K.	HUDSONS BAY CO	5	6Sep90	00				1000
		HUDSONS BAY CO OPTION	5	6Sep90	30	12424			37824
HUDSON'S BAY COMPANY ACCEPTANCE LIMITED	Zellers Inc.	HUDSON'S BAY CO ACCTP PREF	8	29Oct90	90	63000000		1.00	
			8	29Oct90	90	63000000		1.00	
			8	29Oct90	90	63000000		1.00	
			8	29Oct90	90	63000000		1.00	
			8	29Oct90	90	63000000		1.00	315000000
IATCO INDUSTRIES INC	Snook, Kevin Lee *	IATCO INDUSTRIES COMMON	45	11Oct90	20		150000	0.60	800000
	*	IATCO INDUSTRIES WARRANTS	45	11Oct90	20		600000	0.40	0
ICG UTILITIES (MANITOBA) LTD.	ICG Utilities (Ontario) Ltd.	ICG UTL (MAN) 13-1/2% SR DEB	3	14Nov90	97		360000		6200000
IMPERIAL METALS CORPORATION	Hamilton, Brad H.	IMPERIAL METALS CORP OPTIONS	5	18Sep90	96	50000		1.50	50000
	McCoach, Catherine M.		5	18Oct90	96	35000			35000

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INCO LIMITED	Hand, Scott M.	INCO LTD	5	8Nov90	10		500	23.38 US	13631
INNOPAC INC.	Meyer, Edward H.	INNOPAC INC	4	18Oct90	10		12800	3.321	
			4	19Oct90	10	2200	3.40	0	
INSPIRATION RESOURCES CORPORATION	DuPree, Clifford H. R.	INSPIRATION RES CORP	5	26Oct90	10	1200		2.875	
			5	26Oct90	10	18800		2.875	20000
INTERACTION RESOURCES LTD	Coulter, William J.	INTERACTION RES LTD COMMON	4	17Oct90	10	2000		0.175	
		INTERACTION RES LTD OPTION	4	19Oct90	10	4500		0.175	273733
INTERNATIONAL COLIN ENERGY CORPORATION	Drury, Frederick H.G.	INTL COLIN ENERGY SER 1 WTS	4	10Nov90	97		9823	2.25	0
	Shore, Patrick R.	INT COLIN ENERGY CRP COMMON	5	6Nov90	10		1256	1.90	4667
		INT COLIN ENERGY CRP OPTIONS	5	6Nov90	00				
INTERNATIONAL MAHOGANY CORP.	Ingot Group Holdings Ltd.	INTL MAHOGANY CORP CLASS B	6						
	Ingot Capital Corp.			31Oct90	00 1				752884
IPSCO INC.	Ontario Municipal Employees Retirement Board Brant Investments Montowr & Co. Roytor & Co. #1	IPSCO INC	3						
				31Oct90	00 1				51100
			3	31Oct90	10 1		200		88200
		3	31Oct90	10 1	9100		14.11	1872959	
IVACO INC.	Wilson, Ernest L.	IVACO INC CLASS A SUB-VTG	47	31Oct90	35	154		5.81	11150
JEAN COUTU GROUP (PJC) INC., THE	Dagenais, Camille Arthur	JEAN COUTU GROUP INC CLASS A	4	29Oct90	10	1000			1000
	88969 Canada Inc.		4	29Oct90	10 1	9000		15.50	19000
JOHN LABATT LIMITED	England, J. Herbert	JOHN LABATT LTD	5	8Nov90	25	45000		12.23	
			5	8Nov90	10		9000	20.93	
			5	8Nov90	10		8000	20.90	
			5	9Nov90	10		1300	20.63	
			5	12Nov90	10		4000	20.68	
			5	12Nov90	10		12700	20.68	
			5	14Nov90	10		5000	20.63	
			5	14Nov90	10		5000	20.75	0
			5	8Nov90	76 1		45000		52000
			5	8Nov90	00 1				531
	MacInnes, Don		5	6Sep90	99				
			5	12Oct90	99		85000		0
	MacInnis, J. Lyman ESPP '90		5	6Sep90	00				
			5	12Oct90	95 1	85000		17.55	85000
	Morden, Donald Lawrence		8	7Nov90	25	700		22.23	
			8	13Nov90	10		700	22.50	0
	Excutive Share Option Plan 1986		8	7Nov90	30 1		700		7297
	Widdrington, Peter Nigel Tinling		45	12Nov90	25	9000		5.44	
			45	12Nov90	10		15000	20.50	6064
			45	12Nov90	00 1				160000
			45	12Nov90	76 1		9000		29058
			45	12Nov90	00 1				4057
JUSTICE ELECTRONIC MONITORING SYSTEMS INC	Kendall, Jeremy N.	JUSTICE ELECTRONIC COMMON	456						
	TCG Group			5Nov90	20 1	500000		0.01	
			456	5Nov90	20 1		36287	0.15	463713
	Stake Technology Ltd.		3	5Nov90	20		154374	0.15	1972740
KERR ADDISON MINES LIMITED	Ontario Municipal Employees Retirement Board Brant Investments Montowr & Co. Roytor & Co. #1	KERR ADDISON MINES LTD	3						
				14Nov90	00 1				76900
			3	14Nov90	97 1		100		54300
		3	14Nov90	00 1				1776800	
KEVIN SPORTS TOYS INTERNATIONAL INC	Albrecht, Harold	KEVIN SPORTS TOYS INT. INC.	34	1Nov90	10		3000	0.50	
			34	6Nov90	10		5000	0.50	
			34	13Nov90	10		3000	0.53	
			34	14Nov90	10		4000	0.53	
			34	14Nov90	95		140000		2979914
LAWSON MARDON GROUP LIMITED	Roman Corporation Limited	OPTIONS	3	15Nov90	96	500000			500000

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LINAMAR MACHINE LIMITED	Davis, William	LINAMAR MACHINE LTD OPTIONS	7	15Nov90	97				6500
LOEWEN, ONDAATJE, MCCUTCHEON, INC.	McKnight, George M.	LOEWEN ONDAATJE MCCUTCHEON INC	7	9Nov90	00				16114
	R.R.S.P.		7	9Nov90	10 1		1000	2.15	0
MACLEAN HUNTER LIMITED	Slemko, Morris P.	MACLEAN HUNTER LTD	5	8Nov90	10		4000	8.63	9000
	DPSP & Anniversary Share Purchase Plan		5	8Nov90	00 1				3123
MACMILLAN BLOEDEL LIMITED	Adams, George John	MACMILLAN BLOEDEL LTD	5						
	Employee Share Purchase Plan			31Jul90	30 1	79		18.05	
			5	31Aug90	30 1	84		16.99	
			5	30Sep90	30 1	130		15.88	
			5	31Oct90	30 1	94		15.32	3421
	Senior Management Share Purchase Plan		5	31Jul90	00 1				10660
	Adams, William A		5	31May90	00				4121
	Employee Share Purchase Plan		5	31May90	30 1	116		17.37	
			5	30Jun90	30 1	115		18.09	
			5	31Jul90	30 1	111		18.05	
			5	31Aug90	30 1	118		16.99	
			5	30Sep90	30 1	135		15.88	
			5	31Oct90	30 1	131		15.32	1034
	Senior Management Share Purchase Plan		5	31May90	00 1				7510
	Jadot, Claire-Marie		5	31May90	30	42		17.37	
	Employee Share Purchase Plan		5	31Jun90	30 1	42		18.09	
			5	31Jul90	30 1	40		18.05	
			5	31Aug90	30 1	43		16.99	
			5	30Sep90	30 1	49		15.88	
			5	31Oct90	30 1	47		15.32	390
MCDONALD'S CORPORATION	Harrington, Payson L.	MCDONALD'S CORP	5	28Aug90	97	7012			10054
	Lamar William		5	11Oct90	00				
	Roberts, Michael James		5	1Nov90	97	4620			19183
MDS HEALTH GROUP LIMITED	Ontario Municipal Employees Retirement Board Montowr & Co.	M D S HEALTH GRP CL B	3						
				31Oct90	97 1		100		65700
	Rix, Donald Blake	MDS HEALTH GROUP CL A COMMON	4						
	D.B. Rix Holdings Ltd. Rix Equities Ltd.			16Nov90	00 1				400
			4	16Nov90	10 1	900		13.87	10000
MEMOTEC DATA INC	McKenzie, William	MEMOTEC DATA INC	45	26Oct90	30	105		9.64	103115
	Ontario Municipal Employees Retirement Board Brant Investments Montowr & Co. Roytor & Co. #1		3						
				31Oct90	00 1				90000
			3	31Oct90	97 1		200		116400
			3	31Oct90	00 1				3888400
MERIDIAN TECHNOLOGIES INC.	Griffin, Scott	MERIDIAN TECH INC	45	8Nov90	10	2000		1.85	
			45	15Nov90	10	1000		1.80	299914
MILL CITY GOLD MINING CORP.	Gunnar Gold Mining Corp.	MILL CITY GOLD INC	3	15Oct90	10		100000	0.25	3842921
MINVEN GOLD CORPORATION	McClay, Wayne Dennis	MINVEN GOLD CORP. OPTIONS	4	23Nov90	85		110000	4.00	135000
	Keomac Dev. Corp.	MINVEN GOLD CORPORATION	4	1Nov90	00				25167
			4	31Oct90	10 1		11500	0.90	
			4	1Nov90	10 1		11000	0.90	42700
MOBIL CORPORATION	Adams, Rex D. Daughter	MOBIL CORP	5	19Oct90	76	5042		29.71 aprx.	22215
			5	19Oct90	00 1				10
	DeLoach, Jr. Thomas C.		7	30Oct90	76	1650		29.718	16004
	Dow, Michael Lloyd Wife		3	25Oct90	76	3026		28.78	7010
			3	25Oct90	00 1				156
MOORE CORPORATION LIMITED	Anderluh, John R.	MOORE CORP LTD	5	5Nov89	76	1200		26.44	2400
MSR EXPLORATION LTD.	Montalban, Joseph V.	M S R EXPL LTD	453	21Oct90	97		475000	2.50 US	858000
MUELLER MEDICAL INTERNATIONAL INC.	Thornley-Hall, Ivan	MULLER MEDICAL INTL	45	29Oct90	95	100000		0.60	121000
NATIONAL BANK OF CANADA	Brunelle, Jean-Guy	NATIONAL BANK OF CANADA	58	30Sep90	30	192		7.62	
			58	30Sep90	75	38		8.00	420

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NEWBRIDGE NETWORKS CORPORATION	Lecaldare, Mario	NTL BANK OF CDN RIGHTS	8	30Sep90	30	1383		11.67	
			8	11Oct90	75	199		8.00	2712
	Mercure, Gilles		45	15Oct90	75	660		8.00	9120
			45	21Sep90	10		1914	0.01	0
	Pascoe, F. Michael		5	12Sep90	10		10000	5.62	
			5	14Sep90	10		6000	5.50	
NORANDA FOREST INC.		NEWBRIDGE NETWORKS CORPORATION	5	17Sep90	10		1400	5.50	91600
	Windsor George		4	9Jun90	00				
	Noranda Inc.		3	31Oct90	99	58200		7.65	67545424
NORTHGATE EXPLORATION LIMITED	Downey, Patrick D.	NORTHGATE EXPL LTD	5	30Sep90	30	574		4.90	4058
NORTHWEST GOLD CORP	Gairdner, John Lewis	NORTHWEST GOLD CORP.	4	31Oct90	00				49629
	874396 Ontario Limited		4	31Oct90	00 1				144157
	Joronda Resources Limited		4	31Oct90	00 1	10857		0.67 US	152342
	Security Trading Inc. Inventory		4	31Oct90	10 1		10857	0.67 US	0
NOVAGOLD RESOURCES INC.	Lynch, Thomas E. G.	NOVAGOLD RES INC	45	4Oct90	00				55111
	Lynch Investments Limited		45	4Oct90	50 1	8000		0.95	
			45	4Oct90	50 1	2000		0.92	
			45	24Oct90	10 1		5000	0.85	
			45	30Oct90	10 1	500		0.80	61772
NOWSCO WELL SERVICE LTD.			45	1Oct90	00 1				31700
	Ontario Municipal Employees Retirement Board	NOWSCO WELL SVC LTD	3						
	Montowr & Co.			30Sep90	10 1		100		
			3	30Sep90	10 1	8100		15.594	101500
OMEGA HYDROCARBONS LTD	Roytor & Co. #1		3	30Sep90	00 1				1513200
	Hall, Thomas Jack	OMEGA HYDROCARBONS LTD	3456	22Nov90	00				365031
ORBIT OIL & GAS LTD.	Alberta Gas Products		3456	22Nov90	10 1	3100		3.10	5010888
	New North Oil & Gas		3456	22Nov90	00 1				158500
ORBIT OIL & GAS LTD.	Boechler, Paul M.	ORBIT OIL & GAS LTD	5	1Nov90	30	418		0.74	1221
	Radcliffe, Wayne Thomas		5						
	CDS & Co.			2Nov90	30 1	479		0.74	12060
PANHANDLE EASTERN CORPORATION	Visscher, Herbert J.	PANHANDLE EASTERN CORP	8						
	National Trust			2Nov90	30 1	456		0.74	1332
PANHANDLE EASTERN CORPORATION	Hendrix, Dennis R.	PANHANDLE EASTERN CORP	4	11Dec90	00				5000
PARAMOUNT COMMUNICATIONS INC.	Cole-Ford Alan	PARAMOUNT COMMUNICATIONS INC.	6	13Nov90	00				357
PLACER DOME INC.	Thompson, John Jefferson	OPTIONS PLACER DOME LTD COMMON	5	21Feb90	96	3500		23.25	13000
			5	10Jan90	30	160		23.13	
			5	9Feb90	30	44		23.62	
			5	9Mar90	30	49		21.00	
			5	10Apr90	30	58		19.88	
			5	10May90	30	53		19.62	
PLEXUS RESOURCES CORPORATION			5	8Jun90	30	63		16.50	1736
PLEXUS RESOURCES CORPORATION	Davidson, Frederick W.	PLEXUS RES CORP	4	16Oct90	10	5000		1.05	5000
POTASH CORPORATION OF SASKATCHEWAN INC.	Gibson, William	EXCHANGEABLE BONDS	6	29Oct90	10	10000		102.50	17050
POWER CORPORATION OF CANADA	Desmarais, Paul	POWER CORP OF CDA PARTIC PFD	345						
	Gelco Enterprises Ltd.			1Aug90	10 1	948		16.00	
PRECISION DRILLING (1987) LTD.		PRECISION DRILLING COMMON SHR		13Aug90	10 1	125		15.50	12057255
PRECISION DRILLING (1987) LTD.	Tremblay, Dale E.	PRECISION DRILLING COMMON SHR	5	24Oct90	20		2000	3.55	99
			5	24Oct90	76	2000		1.50	
PRIME RESOURCES GROUP INC.	Goodman, Ned	PRIME RES GROUP	46	26Jan90	84		81967		
			46	26Jan90	84	36429			36429
			46	26Jan90	96	22222		6.53	22222
QUADRA LOGIC TECHNOLOGIES INC.	Mackenzie, Ronald G.	QUADRA LOGIC TECHNOLOGIES INC.	4	17Oct90	10		5000	7.75	
			4	30Oct90	10		5000	8.25	333224
REGAL GOLDFIELDS LIMITED	Bannerman, Robert S.	REGAL GOLDFIELDS LTD	345	27Apr90	97		100000	1.70	
			345	26Oct90	97	50000		0.20	671000
	R.S. Bannerman Investment Corporation		345	27Apr90	97 1	100000		1.70	250000

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
RENAISSANCE ENERGY LTD.	Muselius, Max DPSP	RENAISSANCE ENERGY LTD	5	6Nov90	10		1000	15.00	4465
			5	6Nov90	00 1				1264
	Steeves, Sheldon B. Held in Trust RRSP		5	8Nov90	10		1000	15.00	52701
			5	8Nov90	00 1				924
			5	8Nov90	00 1				250
	Wierzba, Grant P. Held In Trust RRSP		5	30Sep90	30	499		16.13	2625
			5	30Sep90	00 1				1264
			5	30Sep90	00 1				10032
ROYAL BANK OF CANADA	Truman, John Kenneth	ROYAL BANK OF CANADA, THE	58	1Nov90	00				1543
SAMOTH CAPITAL CORPORATION	Kaulius, Eugene	SAMOTH CAPITAL CORP	456	1Oct90	10		700	1.60	
			456	1Oct90	10		300	1.65	2317
SCEPTRE INVESTMENT COUNSEL LIMITED	Bannister, Marje J.	SCEPTRE INVESTMENT COUNSEL OPT	5	19Oct90	96	2000		24.00	5800
	Gotshalks, Jo-Anne Bonnie		5	19Oct90	96	2400		24.00	5200
	Horton, Betty Ballantine		5	19Oct90	96	2000		24.00	5000
	Malouin, William James		5	19Oct90	96	15000		24.00	15000
	Stittie, Francis John		5	19Oct90	96	5000		24.00	15000
	Wolff, John Marvin		5	19Oct90	96	3000		24.00	10000
SCOTT'S HOSPITALITY INC.	Thompson, Ronald J.	SCOTT'S HOSPITALITY SUB VTG	5	28Apr89	10	7200		16.75	
			5	5Jul90	10	5000		15.25	
			5	7Nov90	10		4000	13.25	12200
SHERRITT GORDON LIMITED	Sprott, Eric	SHERRITT GORDON MINES LTD	4						
	Discretionary Accounts			16Nov90	10 1		900	5.75	22800
SONOR INVESTMENTS LIMITED	Likriyl Investments Limited	SONOR INVTS LTD 9% 2ND PREF	3	5Nov90	85		1590	100.00	43986
ST. GENEVIEVE RESOURCES LTD.	Lachapelle, Severin	ST GENEVIEVE RES LTD	4	23Oct90	10	5000		1.05	
			4	9Nov90	10		5000	1.06	10000
STELCO INC.	Ontario Municipal Employees Retirement Board Brant Investments Montowr & Co. National Trust Roytor & Co. #1	STELCO INC	3						
				30Sep90	10 1	80000		19.047	450000
			3	30Sep90	10 1	12300		14.562	224500
			3	30Sep90	10 1	2900		20.567	31600
			3	30Sep90	10 1	200000		14.05	2978400
SUGAR CREEK OIL & GAS INC.	Hume, Roger W.	SUGAR CREEK OIL & GAS	457	31May90	00				386738
	Hume Mann & Associates Ltd. Jessica Shortreed-Hume Petalco Resources Ltd.		457	31May90	00 1				109289
			457	31May90	00 1				4984
			457	31May90	00 1				6230
		SUGAR CREEK OIL & GAS OPTIONS	457	19Sep90	96	917689		0.35	917689
	Leeson, John I. P.	SUGAR CREEK OIL & GAS	4	31May90	00				5000
	McLeod, John G. F.	SUGAR CREEK OIL & GAS OPTIONS	457	19Sep90	96	917689		0.35	917689
	Thomson, Jeffrey Gordon		3457	19Sep90	96	611794		0.35	611794
	Thomson, John W.	SUGAR CREEK OIL & GAS SUGAR CREEK OIL CL A PREF SR A	4	31May90	00				947201
			4	18Jun90	85		5500	100.00	
	Altoma Investments Ltd.		4	1Oct90	85		1500	100.00	500
			4	31May90	00 1				7500
TAP CAPITAL CORP.	J.F. Driscoll Investment Corp. J.F. Driscoll Investments Corp.	TAP CAPITAL CORP	3					0.17	
				3Aug90	10 1	68000			
			3	6Nov90	10 1	3987		0.09	
			3	6Nov90	10 1	19260		0.10	
			3	20Nov90	10 1	4500		0.10	
TEDDY BEAR VALLEY MINES LIMITED	Riddell, J. A.	TEDDY BEAR VALLEY MINES LTD	3	20Nov90	10 1	13000		0.09	
			3	22Nov90	10 1	20000		0.09	196747
				16Nov90	10 1	4000		1.50	132000
TELEMEDIA INC.	Ritchie, Gordon Ross	TELEMEDIA CLASS A SUB VOTING	4	18Nov90	10	500		3.25	500
TELUS CORPORATION	Pollock, Graham John	TELUS CORP INSTALMENT RECEIPTS	7	1Oct90	10		900	6.50	0

Reporting Issuer	Insider	Security	Rel'n	Trans. Date	T/O	Bought/ Acquired	Sold/ Disposed	Unit Price (\$)	Month End Holdings
TORSTAR CORPORATION	Webber, Patrick Neil		457	9Nov90	10	1800		7.125	2700
	Connell, Martin Philip	TORSTAR CORP CL B NON-VTG	4	14Nov90	35	2000		20.75	2000
TRANS RAMPART INDUSTRIES LTD.	Monardo, Dominique P.	TRANS RAMPART INDS LTD	4	1Oct90	10		5000	0.55	
			4	10Oct90	10	500		0.40	
			4	10Oct90	10	10000		0.40	
			4	24Oct90	10		44500	0.40	
			4	26Oct90	10		15400	0.40	
			4	26Oct90	10		27002	0.40	
			4	26Oct90	10		7500	0.40	
			4	26Oct90	10		50219	0.40	27875
			4	5Oct90	10 1	15000		0.40	
			4	5Oct90	10 1	10000		0.42	
	Calabria Holdings Limited		4	9Oct90	10 1	5000		0.42	
			4	22Oct90	10 1	10000		0.42	
			4	26Oct90	10 1	22900		0.40	
			4	26Oct90	10 1	50219		0.40	
			4	26Oct90	10 1	27002		0.40	
			4	29Oct90	10 1	44500		0.40	302988
			4	1Oct90	00 1				5300
			4	1Oct90	00 1				5200
	RRSP								
	White Knight Explorations Ltd.								
TRANSALTA UTILITIES CORPORATION	Maier, Gerald James	TRANSALTA UTILITIES CORP	4						
	RRSP			1Jan90	30 1	20		14.212	
			4	1Apr90	30 1	22		13.387	
			4	1Jul90	30 1	25		12.287	
TRILOGY RESOURCES CORPORATION	Roe, Gerald L.	TRILOGY RES CORP	45	7Nov90	10		30000	1.12	96950
	Boby, Wayne Irvine	TRITON CANADA RESOURCES LTD.	5	8Nov90	10	5000		1.18	9103
TRITON CANADA RESOURCES LTD.	Triton Canada Resources Ltd.	TRITON CAN RES LTD SR PREF	1	20Nov90	10	800		9.88	
			1	22Nov90	10	3000		9.88	
		1	23Nov90	85		3800		0	
	Benson, Kevin Edgar	TRIZEC CORP LTD CLASS B	45	13Nov90	10	500		11.875	
			45	14Nov90	10	2000		12.50	2500
UNICORP CANADA CORPORATION	Waisberg, Lorie	UNICORP CDA CORP CL A NON-VTG	45	30Oct90	00				520
	Dunsmill Investments Limited	UNICORP CDN CORP WTS	45	30Oct90	25 1		440		0
			45	30Oct90	00 1		220		260
UNITED WESTBURNE INC.	Chaufour, Jean-Pierre JIPE Location SARL	UNITED WESTBURNE INC.	4						
			4	13Nov90	10 1	400		5.625	
		4	14Nov90	10 1	2000		5.875	18200	
	USX CORPORATION	Jones, David Charles	USX CORP	4	5Nov90	10	500		32.125
4				5Nov90	10	500		32.25	2000
VALDEZ GOLD INC.	Brissenden, Richard William	VALDEZ GOLD INC	45	12Oct90	22	1250		0.40	1250
VICEROY RESOURCE CORPORATION	Croll, John Robert	VICEROY RES CORP	4	11Sep90	76	50000		0.75	45000
	RRSP		4	11Sep90	00 1				10000
VIDEO TRON LTEE	Chagnon, Christian	VIDEOTRON LTEE SUB VOTING	5	20Sep90	20	2606		13.65	4852
	Hebert, Pierre	VIDEO TRON LTEE 7.5% CONV DEB	5	13Jan89	00				10000
	Theoret, Andre	VIDEOTRON LTEE SUB VOTING	5	Feb89	20		354	9.88	
			5	Feb90	20		354	9.88	2154
VOYAGER ENERGY INC	Andriuk, John	VOYAGER ENERGY INC	45	19Nov90	10	1000		5.25	
			45	19Nov90	10	500		5.50	1825
	Andriuk Petroleum Consulting Ltd.	VOYAGER ENERGY INC OPTION	45	15Oct90	96 1	300000		6.00	300000
WATERFORD APARTMENTS LIMITED	Seegmiller, George A.	WATERFORD APARTMENTS LTD	45	3Oct90	10	50		800.00	150
WOODWARD'S LIMITED	Heller, George J. Linda Heller	WOODWARDS LTD CLASS A	5						
	Kershaw, Garry	WOODWARD'S LTD. 10% CON SUB	5	4Jul90	99 1	50000		1.35	100000
			5	3Jul90	99		100000	2.04	
			5	3Jul90	99	150000		1.38	
			5	3Jul90	99	450000		1.35	1050000
			5	3Jul90	99	28000		0.91	228000

<u>Reporting Issuer</u>	<u>Insider</u>	<u>Security</u>	<u>Rel'n</u>	<u>Trans. Date</u>	<u>T/O</u>	<u>Bought/ Acquired</u>	<u>Sold/ Disposed</u>	<u>Unit Price (\$)</u>	<u>Month End Holdings</u>	
XEROX CORPORATION		WOODWARDS LTD OPTION	5	3Jul90	99	25000		1.38		
			5	3Jul90	99	400000		1.35	825000	
	Allaire, Paul A.	XEROX CORP	5	5Nov90	20	2000		31.875	12239	
	Hicks, Wayland R.		5	1Nov90	10	200		29.625	200	
			5	1Nov90	00				6250	
	Rickard, Norman E.		5	12Nov90	10		400	31.875	203	

Chapter 8

Notices of Exempt Financings

8.1 REPORTS OF TRADES SUBMITTED ON FORM 20

Trans. Date	Purchaser	Security	Price (\$)	Amount
10Jul90	Hecla Mining Company	Acadia Mineral Ventures Limited - Common Shares	4,000,000	10,000,000
10Jul90	Hecla Mining Company	Acadia Mineral Ventures Limited - Common Shares	600,000	1,500,000
20Nov90	Bawden, David	BCB Technologies Inc. - Class A Shares	100,000	111,111
20Nov90	Black, Forbes	BCB Technologies Inc. - Class A Shares	50,000	55,556
20Nov90	Black, Lois	BCB Technologies Inc. - Class A Shares	100,000	111,111
20Nov90	June Anna Holdings Ltd.	BCB Technologies Inc. - Class A Shares	200,000	222,222
31Oct90	6 Purchasers	Capilano International Inc. - Common Shares	125,000	125,000
24Oct90	Royal Insurance Company	CCFL High Yield Fund And Company, Limited Partnership - Interest	10,000,000	25%
16Nov90	Aetna Life Insurance Company Of Canada	CICC II Capital Corporation - Series V Bonds	150,000	1
16Nov90	Canada Life Assurance Company, The	CICC II Capital Corporation - Series V Bonds	225,000	1
16Nov90	Canada Trust Company, The	CICC II Capital Corporation - Series V Bonds	225,000	1
16Nov90	Mutual Life Assurance Company Of Canada, The	CICC II Capital Corporation - Series V Bonds	225,000	1
16Nov90	Sun Life Assurance Company Of Canada	CICC II Capital Corporation - Series V Bonds	225,000	1
13Nov90	Policy 6.1 E	CKR Inc. - Interest Coupons	316,457	316,457
15Nov90	5 Purchasers	COLP Limited Partnership - Limited Partnership Units	383,869	70
19Nov90	20 Purchasers	Enviropro International Inc. - Units	228,000	380,000
9Nov90	First Plazas Inc.	Evergreen Canada-Israel Investments And Company, Limited - Limited Partnership Interest	165,000	5
9Nov90	J. Silver Holdings Ltd.	Evergreen Canada-Israel Investments And Company, Limited - Limited Partnership Interest	198,000	6
9Nov90	Sherfam Industries Inc.	Evergreen Canada-Israel Investments And Company, Limited - Limited Partnership Interest	330,000	10

Offering Memorandum

8.1 REPORTS OF TRADES SUBMITTED ON FORM 20 (continued)

Trans. Date	Purchaser	Security	Price (\$)	Amount
9Nov90	Torchinsky, B. B.	Evergreen Canada-Israel Investments And Company, Limited - Limited Partnership Interest	165,000	5
20Nov90	17 Purchasers	FFG Real Estate Limited Partnership Series 90R-18 - Units	450,000	25
16Nov90	Policy 6.1 E	George Weston Limited - Interest Coupons	4,613,056	4,613,056
14Nov90	Policy 6.1 E	George Weston Limited - Interest Coupons	4,298,848	4,298,848
9Oct90	Laurentian Financial Security Inc.	Imperial Life Assurance Company Of Canada, The - Common Shares	30,000,000	133,928
15Nov90	Grimes, Charles	Kenartha Oil & Gas Company Limited - Common Shares	314,500	85,000
15Nov90	Lamp, Catherine	Kenartha Oil & Gas Company Limited - Common Shares	314,500	85,000
15Nov90	Tabor, Donald	Kenartha Oil & Gas Company Limited - Common Shares	185,000	50,000
7Nov90	Confederation Life Insurance Company	Learjet Inc. - 12.31% Senior Unsecured Notes Due Nov 7, 1995	11,675,000	11,675,000
7Nov90	Metropolitan Life Insurance Company	Learjet Inc. - 12.31% Senior Unsecured Notes Due Nov 7, 1995	7,500,000	7,500,000
7Nov90	Metropolitan Life Insurance Company Of Canada	Learjet Inc. - 12.31% Senior Unsecured Notes Due Nov 7, 1995	5,000,000	5,000,000
7Nov90	Royal Insurance Company Of Canada	Learjet Inc. - 12.31% Senior Unsecured Notes Due Nov 7, 1995	5,000,000	5,000,000
16Nov90	Grosvenor Park II Limited Partnership	My Secret Identity Productions, Inc. - Interest	471,109	1
1Nov90	DWB Resources Ltd.	New Jordan Petroleum Ltd. - Class A Shares	552,000	160,000
18Oct90	Middlefield Resource Fund 1990 Limited Partnership	Omega Hydrocarbons Ltd. - Common Shares	592,500	125,000
6Nov90	Canadian Venture Founders Management Limited	Omphalos Recovery Systems Inc. - Unit	265,000	1
12Nov90	16 Purchasers	Orlando Number Two Limited Partnership - Limited Partnership Units	U.S. \$400,000	400
26Oct90	Neves, Tony	Queens Park Court 1 Limited Partnership - Unit	118,100	1
6Jul90- 7Aug90- 6Oct90	18 Purchasers	#WFI Industries Ltd. - Common Shares	325,000	260,000

8.2 RESALE OF SECURITIES -- (FORM 21)

<u>Date of Resale</u>	<u>Date of Orig. Purchase</u>	<u>Seller</u>	<u>Security</u>	<u>Price (\$)</u>	<u>Amount</u>
31Oct90	28Dec88	1988 (No. 3) Mintax Mineral Limited Partnership	Black Swan Gold Mines Ltd. - Common Shares	425	2,500
05Nov90	28Dec88	1988 (No. 3) Mintax Mineral Limited Partnership	Black Swan Gold Mines Ltd. - Common Shares	340	2,000
06Nov90	28Dec88	1988 (No. 3) Mintax Mineral Limited Partnership	Black Swan Gold Mines Ltd. - Common Shares	85	500

8.3 REPORTS MADE UNDER SUBSECTION 5 OF SECTION 71 OF THE ACT
WITH RESPECT TO OUTSTANDING SECURITIES OF A PRIVATE COMPANY
THAT HAS CEASED TO BE A PRIVATE COMPANY -- (FORM 22)

<u>Name of Company</u>	<u>Date the Company Ceased to be a Private Company</u>
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Premium Springwater & Juice Company Ltd.	26Jan90
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8.4 NOTICE OF INTENTION TO DISTRIBUTE SECURITIES
PURSUANT TO SUBSECTION 7 OF SECTION 71 -- (FORM 23)

<u>Seller</u>	<u>Security</u>	<u>Amount</u>
Krater Minerals Inc.	Belteco Holdings Inc. - Common Shares	439,299
Mourin, Stanley	Home Lake Resources Ltd. - Common Shares	75,000
Equity Investments Corp.	Pacific Gold Corp. - Common Shares	403,632
Equity Preservation Corp.	Pacific Gold Corp. - Common Shares	350,518
Equity Reserve Corp.	Pacific Gold Corp. - Common Shares	383,819
Dean Witter Reynolds (Canada) Inc.	Pronto Explorations Ltd. - Common Shares	43,400
Canhorn Mining Corporation	United Reef Petroleums Limited - Common Shares	487,820

8.5 REPORTS MADE UNDER SECTION 113 OF THE ACT -- (FORM 39)

<u>Name of Management Company</u>	<u>Date of Transaction</u>
First Marathon Securities Limited	24Oct90
MT Associates Investment Counsel Inc	01Oct90

8.5 REPORTS MADE UNDER SECTION 113 OF THE ACT -- (FORM 39) (continued)

<u>Name of Management Company</u>	<u>Date of Transaction</u>
Royal Bank Investment Management Inc.	31Oct90

Chapter 9

Legislation

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

Chapter 10

Public Filings

3101 Bloor Street West Limited

Partnership

Application for Exemption under Section 73(1)
dated Nov. 22, 1990

Agassiz Resources Ltd.

Audited Annual Financial Statement June 30,
1990
Information Circular/Proxy/Notice of
Shareholders' Meeting dated Nov. 16, 1990

Agnico-Eagle Mines Limited

Form 10Q for 09 mn period ended Sep. 30,
1990
News Release - Financial Statement/Operating
Results, Nov. 13, 1990
News Release - Assay Results, Nov. 19, 1990

Agra Industries Limited

News Release - Acquisition, Nov. 16, 1990

Air Canada

News Release - Progress Report, Nov. 20, 1990

Air Niagara Express Inc.

Certificate of Mailing, Nov. 14, 1990

Alberta Energy Company Ltd.

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

The Alberta Gold Exploration Corporation

News Release - C.T.O.~Cease Trade Order
Revoked** dated Nov. 22, 1990, Nov. 22,
1990
News Release - C.T.O.~Cease Trade Order,
Nov. 22, 1990

Alcan Aluminium Limited

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990
News Release - Progress Report, Nov. 21, 1990
News Release - Finances/New Financing, Nov.
21, 1990

Algoma Steel Corporation, Limited

News Release - Sales of Assets, Nov. 20, 1990
News Release - Change of Directors/Officers**
dated Nov. 21, 1990, Nov. 21, 1990

All Dynamic Fund - XII Ltd.

Interim Financial Statements for 05 mn period
ended Apr. 30, 1990

Allied-Signal Inc.

Form 10Q for 09 mn period ended Sep. 30,
1990

Altafund Investment Corp.

Material Change Report (Form 27) dated Nov.
14, 1990

AMCO Corporation Plc

Amended Notice of Extraordinary General
Meeting, Nov. 22, 1990

American Chromium Limited

Audited Annual Financial Statement June 30,
1990
Information Circular/Proxy/Notice of
Shareholders' Meeting dated Nov. 12, 1990

American Health Services Corp.

News Release - Financial Statement/Operating
Results, Nov. 14, 1990

Amertek Inc.

Private Placement (Form 20) dated Oct. 31,
1990

Anderson Exploration Ltd.

News Release - Financial Statement/Operating
Results, Nov. 20, 1990

Antrex Development Corporation

Application for a Ruling Pursuant to Section 73
dated Nov. 20, 1990

Aon Corporation

Form 10Q for 09 mn period ended Sep. 29,
1990

Applied Inventions Management Corporation

Annual Report Aug. 31, 1990
Information Circular/Proxy/Notice of
Shareholders' Meeting dated Nov. 1, 1990

Atlanta Gold Corporation

Material Change Report (Form 27) dated Nov.
15, 1990

Atlantic Coast Copper Corporation Limited

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Audrey Resources Inc.

News Release - Financial Statement/Operating
Results, Nov. 23, 1990

Ausnoram Holdings Limited

Annual Report June 30, 1990

Avcorp Industries Inc.

News Release - Agreement, Nov. 20, 1990

B.C. Bancorp

News Release - Annual Statement, Nov. 20,
1990
Record Date/Meeting Date - Dec. 18/90 - Jan.
29/91 dated Nov. 20, 1990, Nov. 20, 1990

BAA Plc

News Release - Progress Report, Nov. 20, 1990

Baca Resources Ltd.

Interim Financial Statements for 09 mn period
ended Aug. 31, 1990

Baloil Resources Ltd.

Audited Annual Financial Statement June 30,
1990
Information Circular/Proxy/Notice of
Shareholders' Meeting dated Nov. 15, 1990

Banister Inc.

Report of Acquisition (Reg. S-100) Common
Shares dated Nov. 9, 1990

Bank of Montreal

News Release - Progress Report, Nov. 22, 1990

Barris Klein Holdings Inc

Change of Auditors (Policy 31) dated Nov. 7,
1990

Baton Broadcasting Incorporated

News Release -Sale Agreement Completed,
Nov. 19, 1990

BC Rail Ltd.

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Beau Canada Exploration Ltd.

News Release - Financial Statement/Operating
Results, Nov. 20, 1990
News Release - Agreement, Nov. 20, 1990
News Release - Agreement, Nov. 20, 1990
Letter to Shareholders, Nov. 15, 1990

Bekeen Computer Corp.

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Bell Canada

News Release - Progress Report, Nov. 19, 1990
News Release - Progress Report, Nov. 21, 1990

Bennett, Russell James

OSC Press Release, Nov. 21, 1990

Berkley Wallcoverings Inc.

Letter to Shareholders, Nov. 23, 1990

Black Hawk Mining Inc.

Prospectus Common Shares dated Nov. 16,
1990, Nov. 16, 1990
News Release - New Financing, Nov. 21, 1990

Black Swan Gold Mines Ltd.

Resale of Exempted Security Report (Form 21)
dated Nov. 5, 1990
News Release - Development~
Land/Project/Product, Nov. 21, 1990

Bombardier Inc.

News Release - Progress Report, Nov. 19, 1990

Boralex Inc.

News Release - Progress Report, Nov. 22, 1990

Borealis Exploration Limited

OSC Press Release, Nov. 26, 1990
OSC Press Release, Nov. 21, 1990
News Release - C.T.O.~Cease Trade Order,
Nov. 16, 1990
Alberta Securities - C.T.O.~Cease Trade
Order, Nov. 16, 1990

Brascade Resources Inc.

Dividend Notice, Nov. 19, 1990
News Release - Financial Statement/Operating
Results, Nov. 15, 1990

Brenda Mines Limited

Certificate of Mailing, Nov. 13, 1990
News Release - Progress Report, Nov. 22, 1990

British Airways PLC

News Release - Financial Statement/Operating
Results, Nov. 14, 1990

British Gas plc

News Release - Stock Option Notice, Nov. 22,
1990

British Telecommunications plc

Form 6-K dated Nov. 15, 1990

Bunker Hill Mining Company Inc.

Form 10Q for 09 mn period ended Sep. 30,
1990
News Release - Change of Directors/Officers**
dated Nov. 20, 1990, Nov. 20, 1990

C1 Cablesystems Inc.

Record Date/Meeting Date - Dec. 14/90 - Jan.
23/91 dated Nov. 16, 1990, Nov. 16, 1990

Cabot Capital Corporation

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
 News Release - Financial Statement/Operating Results, Oct. 31, 1990

Cabot Trust Company

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
 News Release - Financial Statement/Operating Results, Oct. 31, 1990

Cabre Exploration Ltd.

Record Date/Meeting Date - Dec. 14/90 - Jan. 24/91 dated Nov. 15, 1990, Nov. 15, 1990

Cadington Resources Ltd.

Interim Financial Statements for 06 mn period ended Oct. 31, 1990

CAE Industries Ltd.

News Release - Contract, Nov. 19, 1990

Calpine Resources Incorporated

British Columbia Securities Commission Press Release, Nov. 16, 1990

Cambium Limited Partnership No. Two

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Cambridge Shopping Centres Limited

Interim Financial Statements for 06 mn period ended Sep. 30, 1990
 T.S.E. Material, Nov. 15, 1990

Campbell Soup Company Ltd.

News Release - Financial Statement/Operating Results, Nov. 16, 1990

Campeau Corporation

News Release - Change of Directors/Officers** dated Nov. 21, 1990, Nov. 21, 1990

Canadian "88" Energy Corp.

T.S.E. Material, Nov. 1, 1990

Canadian Eagle Explorations Ltd.

Record Date/Meeting Date - Jan. 18/91 - Feb. 28/91 dated Nov. 16, 1990, Nov. 16, 1990

Canadian Express Limited

Information Circular/Proxy/Notice of Shareholders' Meeting dated Oct. 26, 1990

Canadian Foremost Ltd.

News Release - Financial Statement/Operating Results, Nov. 20, 1990

Canadian Manoir Industries Limited

News Release - Financial Statement/Operating Results, Nov. 22, 1990

Canadian Occidental Petroleum Ltd.

News Release - Agreement, Nov. 16, 1990
 News Release - Progress Report, Nov. 19, 1990

Canadian Pacific Forest Products Limited

News Release - Sales of Assets, Nov. 19, 1990

Canadian Pacific Securities Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Canadian Turbo Inc.

T.S.E. Material, Nov. 6, 1990

Canadian Utilities Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
 Ruling/Order/Reasons dated Nov. 22, 1990
 Prospectus Debentures 1990 Second Series dated Nov. 16, 1990, Nov. 16, 1990
 News Release - Progress Report, Nov. 20, 1990

Canadian Western Natural Gas Company Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Canamax Resources Inc.

News Release - Finances/New Financing, Nov. 21, 1990

CanEuro Resources Ltd.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Cantol Ltd.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Capberta Enterprises Inc.

News Release - C.T.O.~Cease Trade Order, Nov. 13, 1990

Cathedral Gold Corporation

News Release - Progress Report, Nov. 20, 1990

Cavalier Energy Limited

News Release - Progress Report, Nov. 20, 1990

Celanese Canada, Inc.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
 Change of Officers** dated Nov. 16, 1990, Nov. 16, 1990
 T.S.E. Material, Nov. 15, 1990

Celico Resources Ltd.

British Columbia - C.T.O.~Cease Trade Order, Nov. 19, 1990

Central Capital Financial Management Ltd.

Application under Section 208 of the Regulation dated Nov. 22, 1990

Cevaxs Corporation

Material Change Report (Form 27) dated Nov. 13, 1990

CFS Group Inc.

News Release - Issuer Bid, Nov. 21, 1990

Champion Gold Resources Inc.

Material Change Report (Form 27) dated Nov. 19, 1990
 News Release - Acquisition, Nov. 19, 1990
 News Release - Acquisition, Nov. 19, 1990

Chateau Stores of Canada Ltd.

News Release - Finances/New Financing, Nov. 21, 1990

Cheni Gold Mines Inc.

T.S.E. Material, Nov. 12, 1990

Chieftain International Inc

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Chrysler Corporation

Form 10Q for 09 mn period ended Sep. 30, 1990

Chrysler Credit Canada Ltd.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Chrysler Financial Corporation

Form 10Q for 09 mn period ended Sep. 30, 1990

Cindy Mae Resources Inc.

Certificate of Mailing, Nov. 13, 1990

The Citadel Capital Corporation

Interim Financial Statements for 12 mn period ended Sep. 30, 1990

Citicorp

Form 10Q for 09 mn period ended Sep. 30, 1990

City Resources (Canada) Limited

News Release - Sales of Assets, Nov. 19, 1990

Claimquest Prospecting Syndicate

Prospecting Syndicate Agreement dated Sep. 4, 1990, Sep. 4, 1990

Claude Resources Inc.

News Release - Agreement, Nov. 20, 1990

Cliff Resources Corporation

Manitoba Securities - C.T.O.~Cease Trade Order, Nov. 22, 1990
 Alberta Securities - C.T.O.~Cease Trade Order, Nov. 21, 1990
 News Release - Alberta Securities C.T.O.~Cease Trade Order, Nov. 21, 1990

Cochise Resources Inc.

News Release - Development~Land/Project/Product, Nov. 22, 1990

Commstar Ltd.

News Release - Financial Statement/Operating Results, Nov. 19, 1990

Concentrated Rare Earth Minerals Ltd.

Interim Financial Statements for 06 mn period ended Oct. 31, 1990

Concho Resources & Energy Inc.

Interim Financial Statements for 06 mn period ended Sep. 30, 1990

Consolidated Brinco Limited

Application Section 100c(2) dated Nov. 22, 1990
 Information Circular/Proxy/Notice of Shareholders' Meeting dated Nov. 14, 1990

Consolidated Enfield Corporation

News Release - Dividend Announced, Nov. 20, 1990

Consolidated Natural Gas Company

Form 10Q for 09 mn period ended Sep. 30, 1990

Consolidated NRD Resources Ltd.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
 Certificate of Mailing, Nov. 19, 1990

Consolidated SYH Corporation

Letter to Shareholders, Nov. 22, 1990

Consolidated Talcorp Limited

News Release - Financial Statement/Operating Results, Nov. 22, 1990

Consolidated Thompson-Lundmark Gold Mines Limited

Certificate of Mailing, Nov. 6, 1990

Consolidated TVX Mining Corporation

Application dated Nov. 21, 1990

Consumer General Inc.

News Release - Agreement, Nov. 14, 1990

Continental Pharma Cryosan Inc.

News Release - Annual Statement, Nov. 21, 1990
 Record Date/Meeting Date - Dec. 14/90 - Jan. 22/91 dated Nov. 21, 1990, Nov. 21, 1990

Contrans Corp.

Record Date/Meeting Date - Dec. 18/90 - Jan. 24/91 dated Nov. 19, 1990, Nov. 19, 1990
 News Release - Finances/New Financing, Nov. 21, 1990

Control Data Corporation

Form 10Q for 09 mn period ended Sep. 30, 1990

Conwest Exploration Company Limited

News Release - Financial Statement/Operating Results, Nov. 21, 1990

News Release - Financial Statement/Operating Results, Nov. 21, 1990

Cornucopia Resources Ltd.

Material Change Report (Form 27) dated Nov. 20, 1990

Corporate Foods Limited

News Release - Stock Option Notice, Nov. 20, 1990

Coseka Resources Limited

News Release - Finances/New Financing, Nov. 22, 1990

Counsel Corporation

News Release - Financial Statement/Operating Results, Nov. 22, 1990

Crestbrook Forest Industries Ltd.

Certificate of Mailing, Nov. 8, 1990

Crown Resources Corporation

News Release - Change of Directors/Officers** dated Nov. 20, 1990, Nov. 20, 1990

News Release - Finances/New Financing, Nov. 21, 1990

Crownx Inc.

News Release - Acquisition, Nov. 21, 1990

Curragh Resources Inc.

Form 10Q for 09 mn period ended Sep. 30, 1990

Currie Rose Resources Inc.

Audited Annual Financial Statement June 30, 1990

Czar Resources Ltd.

News Release - Financial Statement/Operating Results, Nov. 21, 1990

Dalfen's Limited

Record Date/Meeting Date - Dec. 19/90 - Jan. 25/91 dated Nov. 23, 1990, Nov. 23, 1990

Daniel Resources Inc.

Information Circular/Proxy/Notice of Shareholders' Meeting dated Nov. 6, 1990
Certificate of Mailing, Nov. 15, 1990

Datel Industries Inc.

Ruling/Order/Reasons dated Nov. 19, 1990

Davstar Industries Ltd.

Stock Option Plan, Nov. 19, 1990
Revised Stock Option Plan, Nov. 19, 1990

Devron Estates Associates

Preliminary Prospectus dated Nov. 5, 1990, Nov. 5, 1990

Dexleigh Corporation

News Release - Financial Statement/Operating Results, Nov. 23, 1990

Dexus Inc.

Private Placement (Form 20) dated Oct. 5, 1990

Dexx Energy Corp.

Private Placement (Form 20) dated Oct. 12, 1990

Diasyn Technologies Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Dickenson Mines Limited

News Release - Change of Directors/Officers** dated Nov. 20, 1990, Nov. 20, 1990

Change of Directors/Officers** dated Nov. 6, 1990, Nov. 6, 1990

Discovery West Corp.

News Release - Financial Statement/Operating Results, Nov. 20, 1990

Dofasco Inc.

News Release - Sales of Assets, Nov. 20, 1990

Doman Industries Limited

News Release - Issuer Bid, Nov. 21, 1990

Dominion Textile Inc.

Interim Financial Statements for 03 mn period ended Sep. 30, 1990

News Release - Progress Report, Nov. 20, 1990

Domtar Inc.

News Release - Progress Report, Nov. 19, 1990
News Release - Sales of Assets, Nov. 21, 1990

Donohue Inc.

News Release - Progress Report, Nov. 16, 1990

Dorel Industries Inc.

News Release - Finances/New Financing, Nov. 15, 1990

Dorset Exploration Ltd.

News Release - Finances/New Financing, Nov. 16, 1990

Dow Chemical Canada Inc.

News Release - Progress Report, Nov. 15, 1990

Dow Chemical Company

Form 10Q for 09 mn period ended Sep. 30, 1990

Eastmaque Gold Mines Ltd.

Letter of Transmittal, Nov. 2, 1990

Echo Bay Mines Ltd.

News Release - Development~ Land/Project/Product, Nov. 21, 1990
News Release - Sales of Assets, Nov. 21, 1990

Elders IXL Canada Inc.

News Release - Dividend Announced, Nov. 22, 1990

Elders IXL Limited

News Release - Sales of Assets, Nov. 16, 1990

Electrohome Limited

News Release - Finances/New Financing, Nov. 22, 1990

Emco Limited

News Release - Financial Statement/Operating Results, Nov. 19, 1990

Encor Inc.

Prospectus - Common Shares dated Nov. 13, 1990, Nov. 13, 1990
News Release - Sales of Assets, Nov. 22, 1990
News Release - Share/Stock/Debenture Information, Nov. 2, 1990

Ennisteel Corp.

News Release - Dividend Announced, Nov. 20, 1990

Environmental Technologies Investment Inc.

Material Change Report (Form 27) dated Nov. 14, 1990

News Release - Progress Report, Nov. 20, 1990

Envirowaste Industries Inc.

Record Date/Meeting Date - Dec. 17/90 - Jan. 21/91 dated Nov. 21, 1990, Nov. 21, 1990

Equinox Resources Ltd.

News Release - New Financing, Nov. 21, 1990

ET 2000 Corp.

Interim Financial Statements for 06 mn period ended June 30, 1990

Etac Sales Ltd.

Material Change Report (Form 27) dated Nov. 9, 1990

News Release - Finances/New Financing, Nov. 22, 1990

News Release - Acquisition, Nov. 12, 1990
T.S.E. Material, Nov. 15, 1990

Ethical Growth Fund

Record Date/Meeting Date - Dec. 13/90 - Jan. 17/91 dated Nov. 14, 1990, Nov. 14, 1990

Exco Technologies Limited

Record Date/Meeting Date -Dec. 10/90 - Jan. 16/91 dated Nov. 15, 1990, Nov. 15, 1990

Fairfax Financial Holdings Limited

News Release - Definitive Agreement, Nov. 16, 1990

Falvo Corporation

News Release - Financial Statement/Operating Results, Nov. 20, 1990

Far West Industries Inc.

News Release - Financial Statement/Operating Results, Nov. 20, 1990

Faraday Resources Inc.

News Release - Financial Statement/Operating Results, Nov. 22, 1990

FCA International Ltd.

Annual Information Form dated June 30, 1990, June 30, 1990

FCMI Financial Corporation

News Release - Finances/New Financing, Nov. 21, 1990

Federal Express Corporation

News Release - Financial Statement/Operating Results, Nov. 15, 1990

News Release - Contract, Nov. 21, 1990

Fidelity Capital Balanced Fund

Ruling/Order/Reasons dated Nov. 13, 1990

Fidelity Capital Builder Fund

Ruling/Order/Reasons dated Nov. 13, 1990

Fidelity Capital Conservation Fund

Ruling/Order/Reasons dated Nov. 13, 1990

Fidelity Funds

Ruling/Order/Reasons dated Nov. 13, 1990

First Australia Prime Income Investment Company Limited

News Release - Dividend Announced, Nov. 20, 1990

First Guardian Petroleum Corporation

News Release - Change of Directors/Officers** dated Nov. 23, 1990, Nov. 23, 1990

First Marathon Inc.

News Release - New Listing/Delisting, Nov. 19, 1990

First Marathon Securities Limited

News Release - New Listing/Delisting, Nov. 19, 1990

First Mercantile Currency Fund, Inc., The

Ruling/Order/Reasons dated Nov. 16, 1990
Application Request for an Order Pursuant to Section 73 dated Sep. 18, 1990

Ruling/Order/Reasons dated Nov. 16, 1990
Rights Offering dated Nov. 7, 1990, Nov. 7, 1990
News Release - Financial Statement/Operating Results, Nov. 15, 1990

The First Mercantile Currency Fund

Rights Offering dated Nov. 7, 1990, Nov. 7, 1990

Fiscal Investments Limited

Letter to Shareholders, Nov. 6, 1990

Fountain Financial Corp.

Ruling/Order/Reasons dated Nov. 13, 1990

Freewest Resources Inc.

News Release - Assay Results, Nov. 7, 1990
News Release - Agreement to Purchase, Nov. 26, 1990
News Release - Agreement to Purchase, Nov. 23, 1990

FT Capital Ltd.

News Release - Financial Statement/Operating Results, Nov. 15, 1990

Galactic Resources Ltd.

News Release - Financial Statement/Operating Results, Nov. 16, 1990

Garrison Creek Consolidated Mines Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
Certificate of Mailing, Nov. 20, 1990

Garrison Gold Inc.

Revised Proxy dated Oct. 31, 1990

Geac Computer Corporation Limited

Fax News Release - Acquisition, Nov. 20, 1990
News Release - Acquisition, Nov. 20, 1990

Geddes Resources Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
Certificate of Mailing, Nov. 20, 1990
News Release - Letter of Intent, Nov. 19, 1990
News Release - Letter of Intent, Nov. 19, 1990

General Leaseholds Limited

Material Change Report (Form 27) dated Nov. 15, 1990
News Release - Finances/New Financing, Nov. 23, 1990
Purchase and Sale Agreement, Nov. 15, 1990

General Motors Corporation

Form 10Q for 09 mn period ended Sep. 30, 1990

Geomaque Explorations Ltd.

News Release - Acquisition, Nov. 26, 1990

George Weston Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
Certificate of Mailing, Nov. 16, 1990
News Release - Dividend Announced, Nov. 21, 1990

Glamis Gold Ltd.

Interim Financial Statements for 03 mn period ended Sep. 30, 1990
Certificate of Mailing, Nov. 16, 1990

Glencairn Explorations Ltd.

Granting of Additional Shares, Nov. 14, 1990

Global Government Plus Fund Limited

T.S.E. Material, Nov. 14, 1990
T.S.E. Material, Nov. 15, 1990

Go Vacations 1987 - A Limited Partnership

Audited Annual Financial Statement Aug. 31, 1990

Gold Vessel Resources Inc.

News Release - Agreement in Principal, Nov. 19, 1990

Goldbelt Mines Inc.(N.P.L.)

Audited Annual Financial Statement June 30, 1990
Certificate of Mailing, Nov. 15, 1990

Golden Briar Mines Limited

Letter to Shareholders, Nov. 26, 1990

Golden Knight Resources Inc.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
Stock Option Agreement, Nov. 14, 1990
Certificate of Mailing, Nov. 21, 1990

Golden Queen Mining Co. Ltd.

News Release - Development~ Land/Project/Product, Nov. 15, 1990

Golden Star Resources Ltd.

Annual Report June 30, 1990
Information Circular/Proxy/Notice of Shareholders' Meeting dated Nov. 12, 1990
Certificate of Mailing, Nov. 15, 1990

The Goldfarb Corporation

Dividend Notice, Nov. 19, 1990
News Release - Finances/New Financing, Nov. 22, 1990

Goldhurst Resources Inc.

British Columbia - C.T.O.~Cease Trade Order, Nov. 23, 1990

Goldsil Resources Ltd.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
Certificate of Mailing, Nov. 19, 1990

Goldteck Mines Limited

News Release - Development~ Land/Project/Product, Nov. 13, 1990

Grafton Group Limited

Dividend Notice, Nov. 15, 1990

Grand Empire Explorations Ltd.

Interim Financial Statements for 03 mn period ended Sep. 30, 1990
Information Circular/Proxy/Notice of Shareholders' Meeting dated Nov. 6, 1990
Certificate of Mailing, Nov. 15, 1990

Grandma Lee's Inc.

Annual Report June 30, 1990
Audited Annual Financial Statement June 30, 1990
Information Circular/Proxy/Notice of Shareholders' Meeting dated Nov. 9, 1990
Certificate of Mailing, Nov. 16, 1990

Granduc Mines, Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
Certificate of Mailing, Nov. 16, 1990

Grange Limited Partnership

Private Placement (Form 20) dated Nov. 6, 1990

Granges Inc.

News Release - Financial Statement/Operating Results, Nov. 8, 1990

The Great-West Life Assurance Company

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

T.S.E. Material, Nov. 15, 1990

Great-West Lifeco Inc.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
Letter to Shareholders, Nov. 6, 1990

Greater Lenora Resources Corp.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
News Release - Assay Results, Nov. 22, 1990

Greenfields Industries Inc.

Record Date/Meeting Date - Dec. 27/90 - Jan. 30/91 dated Nov. 20, 1990, Nov. 20, 1990

Greenstone Resources Ltd.

News Release - Assay Results, Nov. 22, 1990
News Release - Assay Results, Nov. 16, 1990

Grenfell Acquisitions Inc.

Fax News Release - Agreement in Principal, Nov. 21, 1990

Greyhound Lines of Canada Ltd.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
Certificate of Mailing, Nov. 16, 1990
News Release - Dividend Announced, Nov. 15, 1990

GSM Resources Capital Inc.

Interim Financial Statements for 39 wk period ended Sep. 30, 1990

GTE Corporation

Form 10Q for 09 mn period ended Sep. 30, 1990

Guardian Balanced Fund

Record Date/Meeting Date - Nov. 2/90 - Dec. 17/90 dated Nov. 19, 1990, Nov. 19, 1990

Guardian Enterprise Fund

Record Date/Meeting Date - Nov. 2/90 - Dec. 17/90 dated Nov. 19, 1990, Nov. 19, 1990

Guardian Preferred Dividend Fund Ltd.

Record Date/Meeting Date - Nov. 02/90 - Dec. 13/90 dated Nov. 8, 1990, Nov. 8, 1990
Record Date/Meeting Date - Nov. 2/90 - Dec. 17/90 dated Nov. 19, 1990, Nov. 19, 1990

Guardian Short Term Money Fund

Record Date/Meeting Date - Nov. 2/90 - Dec. 14/90 dated Nov. 19, 1990, Nov. 19, 1990

Guardian U.S. Money Market Fund

Record Date/Meeting Date - Nov. 2/90 - Dec. 17/90 dated Nov. 19, 1990, Nov. 19, 1990

Guinness Gold Resources Ltd.

Information Circular/Proxy/Notice of Shareholders' Meeting dated Nov. 14, 1990

Gulf Canada Resources Limited

Presentation to the American Stock Exchange dated Nov. 8, 1990

Gulfstream Resources Canada Limited

News Release - Legal Proceedings, Nov. 21, 1990

Gunnar Gold Mining Corp.

Audited Annual Financial Statement June 30, 1990
Interim Financial Statements for 03 mn period ended Sep. 30, 1990
Information Circular/Proxy/Notice of Shareholders' Meeting dated Nov. 15, 1990
Certificate of Mailing, Nov. 13, 1990
Certificate of Mailing, Nov. 12, 1990

GW Utilities Ltd.

News Release - Finances/New Financing, Nov. 16, 1990

Haley Industries Limited

News Release - Financial Statement/Operating Results, Nov. 20, 1990

Halifax Developments Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
 News Release - Agreement to Sell, Nov. 23, 1990
 News Release - Finances/New Financing, Nov. 14, 1990

Halliburton Company

News Release - Dividend Announced, Nov. 15, 1990

Hallmark International Fund

Private Placement (Form 20) dated Nov. 5, 1990

Harbour Gates Club (Truks and Caicos) Limited Partnership I

Private Placement (Form 20) dated June 7, 1990

Harlake Capital Group Inc.

Material Change Report (Form 27) dated Nov. 1, 1990

Hees International Bancorp Inc.

News Release - Issuer Bid, Nov. 22, 1990

Hemlo Gold Mines Inc.

News Release - Agreement to Purchase, Nov. 26, 1990

Holden Financial Corporation

Private Placement (Form 20) dated Sep. 25, 1990

Honda Canada Finance Inc.

Interim Financial Statements for 06 mn period ended Sep. 30, 1990

Horizon Village Corporation, Canada

Change of Auditors (Policy 31) dated Nov. 8, 1990
 Material Change Report (Form 27) dated Nov. 20, 1990
 Certificate of Mailing, Oct. 17, 1990

Household Finance Corporation of Canada

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Household Financial Corporation Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Hydra Explorations Limited

Amended Interim Financial Statements for 03 mn ended Aug. 31, 1990

Hydro Quebec

News Release - New Financing, Nov. 23, 1990

I.S.G. Technologies Inc.

News Release - Finances/New Financing, Nov. 15, 1990

Imperial Life Assurance Company of Canada

Certificate of Mailing, Nov. 19, 1990

Imperial Metals Corporation

News Release - Assay Results, Nov. 19, 1990
 News Release - Assay Results, Nov. 19, 1990

Imperial Oil Limited

Form 10Q for 09 mn period ended Sep. 30, 1990

Inco Limited

News Release - Progress Report, Nov. 21, 1990

Industrial Balanced Fund

Annual Information Form (Mutual Fund) dated Nov. 20, 1990, Nov. 20, 1990
 Preliminary Prospectus dated Nov. 20, 1990, Nov. 20, 1990

Innopac Inc.

News Release - Sales of Assets, Nov. 21, 1990

Insulite Explorations Inc.

Certificate of Mailing, Nov. 20, 1990

Intera Information Technologies Corporation

Record Date/Meeting Date - Dec. 14/90 - Feb. 8/91 dated Nov. 14, 1990, Nov. 14, 1990
 News Release - Progress Report, Nov. 20, 1990
 Record Date/Meeting Date - Dec. 14/90 - Feb. 8/91 dated Nov. 21, 1990, Nov. 21, 1990

Interaction Resources Ltd.

News Release - Progress Report, Nov. 26, 1990

Interhome Energy Inc.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

International Colin Energy Corporation

News Release - Finances/New Financing, Nov. 19, 1990

International Dunraine Limited

News Release - Finances/New Financing, Nov. 23, 1990
 News Release - Finances/New Financing, Nov. 16, 1990

International Epitex Inc.

News Release - Finances/New Financing, Nov. 19, 1990

International Equity Ltd.

Private Placement (Form 20) dated Nov. 9, 1990

International Interlake Industries Inc.

News Release - Agreement, Nov. 20, 1990

International Larder Minerals Inc.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
 Certificate of Mailing, Nov. 21, 1990

International Mahogany Corp.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
 Certificate of Mailing, Nov. 19, 1990

International Petroleum Corporation

News Release - Change of Directors/Officers** dated Nov. 19, 1990, Nov. 19, 1990
 News Release - Agreement, Nov. 19, 1990
 News Release - Progress Report, Nov. 21, 1990
 Record Date/Meeting Date - Jan. 18/91 - Feb. 28/91 dated Nov. 20, 1990, Nov. 20, 1990

International Polaris Energy Corp.

Report of Acquisition (Reg. S-100) dated Nov. 15, 1990

Intex Mining Company Limited

Audited Annual Financial Statement June 30, 1990

IPSCO Inc.

News Release - Sales of Shares, Nov. 22, 1990
 News Release - Progress Report, Nov. 19, 1990

ITT Canada Limited

News Release - Finances/New Financing, Nov. 22, 1990

Ivaco Inc.

News Release - Financial Statement/Operating Results, Nov. 21, 1990

News Release - Finances/New Financing, Nov. 21, 1990

J.D.S. Investments Limited

News Release - Dividend Announced, Nov. 16, 1990

James River Corporation of Virginia

News Release - Financial Statement/Operating Results, Nov. 21, 1990

Jean Coutu Group (PJC) Inc. The

News Release - Agreement in Principle, Nov. 15, 1990

Joss Energy Ltd.

News Release - Assay Results, Nov. 21, 1990

Journey's End Corporation

Report of Acquisition (Reg. S-100) dated Nov. 15, 1990
 News Release -Private Agreement, Nov. 15, 1990
 Record Date/Meeting Date - Dec. 17/90 - Jan. 30/91 dated Nov. 19, 1990, Nov. 19, 1990

Justice ELectronic Monitoring Systems Inc.

News Release - Progress Report, Nov. 20, 1990

Kaufel Group Ltd.

Record Date/Meeting Date - Dec.14/90-Jan.22/91 dated Nov. 19, 1990, Nov. 19, 1990

Kenartha Oil and Gas Company Limited

Information Circular/Proxy/Notice of Shareholders' Meeting dated Nov. 2, 1990
 Material Change Report (Form 27) dated Nov. 19, 1990
 News Release - New Financing, Nov. 19, 1990

Kerr-McGee Corporation

Form 10Q for 09 mn period ended Sep. 30, 1990
 News Release - Dividend Announced, Nov. 14, 1990

Kingbridge Capital Corporation

News Release - Agreement in Principle** dated Nov. 19, 1990, Nov. 19, 1990

Kingswood Explorations 1985 Limited

News Release - Development~ Land/Project/Product, Nov. 19, 1990

La Tour 1990 II Limited Partnership

Application Pursuant to Clause 79(B)(iii) dated Nov. 21, 1990

LAC Minerals Ltd.

Form 10Q for 09 mn period ended Sep. 30, 1990
 T.S.E. Material, Nov. 15, 1990
 News Release - Dividend Announced, Nov. 21, 1990
 News Release - Dividend Announced, Nov. 21, 1990

Lachib Development Corporation

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Laidlaw Inc.

Form 10K Aug. 31, 1990
 Certificate of Mailing, Nov. 20, 1990

Laird Group Inc.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Laramide Resources Ltd.

Resale of Exempted Security Report (Form 21) dated Nov. 5, 1990

Lasir Gold Industries Inc.

Audited Annual Financial Statement June 30, 1990
Information Circular/Proxy/Notice of Shareholders' Meeting dated Sep. 4, 1990

Lawson Mardon Group Limited

Report of Acquisition (Reg. S-100) dated Nov. 16, 1990

Leeward Capital Corp.

Interim Financial Statements for 09 mn period ended Sep. 15, 1990
News Release - Change of Directors/Officers** dated Nov. 20, 1990, Nov. 20, 1990

Leon's Furniture Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

London Life Insurance Company

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

The Louisiana Land and Exploration Company

Form 10Q for 09 mn period ended Sep. 30, 1990

Lucky Eagle Mines Limited

News Release - Assay Results, Nov. 19, 1990

MacMillan Bloedel Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

MacMillan Gold Corp.

Audited Annual Financial Statement Sep. 30, 1990

Magellan Petroleum Corporation

Form 10Q for 03 mn period ended Sep. 30, 1990

Magna International Inc.

Form 10K July 31, 1990

Majestic Contractors Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Malahide Petroleum Corporation

Interim Financial Statements for 09 mn period ended Oct. 31, 1990
News Release - Assay Results, Oct. 29, 1990

Malartic Hygrade Gold Mines (Canada) Ltd.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
News Release - Assay Results, Nov. 14, 1990

Mannville Oil & Gas Ltd.

News Release - Financial Statement/Operating Results, Nov. 21, 1990

Manor Resources Inc.

Material Change Report (Form 27) dated Nov. 14, 1990

Manridge Explorations Limited

Record Date/Meeting Date - Dec 5/90 - Jan. 10/91 dated Nov. 9, 1990, Nov. 9, 1990

Manufacturers Hanover Corporation

Form 10Q for 09 mn period ended Sep. 30, 1990

Maple Leaf Gardens, Limited

News Release - Progress Report, Nov. 21, 1990

Maplex General Insurance Co.

Report of Acquisition (Reg. S-100) dated Nov. 13, 1990

Marcelle and Jean Coutu Foundation

Report of Acquisition (Reg. S-100) Class A Shares dated Oct. 31, 1990

Margin of Safety Canadian Fund

Ruling/Order/Reasons dated Nov. 13, 1990

Maritime Electric Company, Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

The Maritime Life Assurance Company

News Release - Finances/New Financing, Nov. 16, 1990

Martello Court Limited Partnership

Manitoba Securities - C.T.O.-Cease Trade Order, Nov. 15, 1990

Master X Limited Partnership

Private Placement (Form 20) dated Oct. 31, 1990

Maxwell Communication Corporation plc

News Release - Sales of Assets, Nov. 14, 1990
News Release - Meeting Date, Nov. 12, 1990

McNeil, Mantha, Inc.

Record Date/Meeting Date - Dec. 10/90 - Jan. 28/90 dated Nov. 15, 1990, Nov. 15, 1990

McVeigh Realities, Inc.

Ruling/Order/Reasons dated Nov. 13, 1990

MD Bond Fund

Interim Financial Statements for 06 mn period ended Sep. 28, 1990

MDS Health Group Ltd.

Merger/Amalgamation/Arrangement dated Nov. 12, 1990

Meadowvale Gardens Apartment Project-Phase II

Minutes of Special Meeting Held August 23/90, Nov. 13, 1990

Melcor Developments Ltd.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Merfin Hygienic Products Ltd.

News Release - Progress Report, Nov. 22, 1990

Meridian Technologies Inc.

Interim Financial Statements for 06 mn period ended Sep. 30, 1990

Metro-Richelieu Inc.

Record Date/Meeting Date - Dec. 14/90 - Jan. 28/91 dated Nov. 19, 1990, Nov. 19, 1990

Microbix Biosystems Inc

News Release - Amalgamation Results, Nov. 26, 1990

Mill City Gold Mining Corp.

Interim Financial Statements for 12 mn period ended June 30, 1990
Interim Financial Statements for 03 mn period ended Sep. 30, 1990
Information Circular/Proxy/Notice of Shareholders' Meeting dated Nov. 15, 1990

Millers Cove Resources Inc.

Information Circular/Proxy/Notice of Shareholders' Meeting dated Sep. 7, 1990

Minven Gold Corporation

Form 10Q for 09 mn period ended Sep. 30, 1990

Moffat Communications Limited

Record Date/Meeting Date - Dec. 11/90 - Jan. 17/91 dated Nov. 9, 1990, Nov. 9, 1990

Monarch Development Corporation

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Moneta Porcupine Mines Inc.

News Release - Progress Report, Nov. 21, 1990

Moneylogic Protected Capital Fund Inc.

Interim Financial Statements for 01 mn period ended Oct. 31, 1990

Monoclonal Medical, Inc.

Form 10Q for 09 mn period ended Sep. 30, 1990

Montebello Equine Investments II and Company, Ltd. Partner.

Prospectus Common Shares dated Nov. 14, 1990, Nov. 14, 1990

Montebello Equine Investments II Inc.

Prospectus Common Shares dated Nov. 14, 1990, Nov. 14, 1990

Montreal Trustco Inc.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Morden & Helwig Group Inc.

News Release - Definitive Agreement, Nov. 19, 1990

News Release - Financial Statement/Operating Results, Nov. 8, 1990

Morgan Financial Corporation

News Release - Financial Statement/Operating Results, Nov. 15, 1990

Morgan Hydrocarbons Inc.

News Release - Financial Statement/Operating Results, Nov. 19, 1990

Moss-Power Resources Inc.

Private Placement (Form 20) dated Nov. 7, 1990

MPG Investment Corporation Limited

News Release - Share/Stock/Debtenture Information, Nov. 15, 1990

MRP Waste Management Corp

Application for Ruling under S. 73(1) dated Nov. 19, 1990

Signed Information Circular/Proxy/Notice of Shareholders' Meeting dated Aug. 31,

Multibanc Financial Corp.

News Release - Dividend Announced, Nov. 14, 1990

Municipal Financial Corporation

T.S.E. Material, Nov. 15, 1990

Murex Clinical Technologies Corporation

News Release - Cross-Licensing Agreement, Nov. 19, 1990

Musto Explorations Limited

Material Change Report (Form 27) dated Nov. 15, 1990

Material Change Report (Form 27) dated Nov. 13, 1990

News Release - Agreement, Nov. 9, 1990

MW Capital Resources Corp.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

My Secret Identity Productions, Inc.

Private Placement (Form 20) dated Nov. 5, 1990

N-W Group Inc.

News Release - Financial Statement/Operating Results, Nov. 14, 1990

N.B. Cook Corporation Ltd.

News Release - C.T.O.~Cease Trade Order
Revoked** dated Nov. 22, 1990, Nov. 22, 1990

N.S.R. Resources Inc.

News Release - Progress Report, Nov. 16, 1990

Nabisco Brands Ltd.

News Release - Progress Report, Nov. 16, 1990

National Bank of Canada

Record Date/Meeting Date - Dec. 7/90 - Jan. 24/91 dated Nov. 5, 1990, Nov. 5, 1990

National Hav-Info Communications Inc.

News Release - Acquisition, Nov. 20, 1990

Nelson Towers Apartment Project

Ruling/Order/Reasons dated Nov. 19, 1990
Application dated Nov. 16, 1990

Nelson Vending Technology Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

NERCO, Inc.

News Release - New Listing/Delisting, Nov. 14, 1990

Nesbitt Thomson Deacon Inc.

Application Pursuant to subsection 73(1) dated Nov. 19, 1990

Network Data Systems Limited

Notice of Intent to Sell Securities (Form 23) (FAX) dated Nov. 4, 1990

New Jordan Petroleum Ltd.

Private Placement (Form 20) dated Nov. 19, 1990
News Release - Change of Directors/Officers** dated Nov. 12, 1990, Nov. 12, 1990

New Texmont Explorations Limited

Audited Annual Financial Statement June 30, 1990

Newbridge Networks Corporation

Signed Information Circular/Proxy/Notice of Shareholders' Meeting dated Aug. 24,

Newfoundland Telephone Company Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Newgate Resources Ltd.

Record Date/Meeting Date - Dec. 18/90 - Jan. 25/91 dated Nov. 13, 1990, Nov. 13, 1990

NHI Nelson Holdings International Ltd

Form 10Q for 09 mn period ended Sep. 30, 1990
News Release - Financial Statement/Operating Results, Nov. 13, 1990

Noble Peak Resources Ltd.

News Release - Assay Results, Nov. 14, 1990

Noranda Forest Inc.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

North Canadian Oils Limited

News Release - Dividend Announced, Nov. 14, 1990
News Release - Dividend Announced, Nov. 14, 1990
News Release - Change of Directors/Officers** dated Nov. 15, 1990, Nov. 15, 1990

The North Front Limited Partnership

Ruling/Order/Reasons dated Nov. 19, 1990

Northern Minerals Ltd.

Audited Annual Financial Statement June 30, 1990
Interim Financial Statements for 03 mn period ended Sep. 30, 1990
News Release - New Financing, Nov. 19, 1990

Northern Telecom Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
Material Change Report (Form 27) dated Nov. 15, 1990
News Release - Contract, Nov. 19, 1990

Northern Telephone Limited

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Northgate Exploration Limited

Material Change Report (Form 27) dated Nov. 15, 1990

Northwest Gold Corp.

Form 10Q for 09 mn period ended Sep. 30, 1990
Material Change Report (Form 27) dated Nov. 15, 1990

Nowco Well Service Ltd.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Okanagan Skeena Group Limited

Record Date/Meeting Date - Dec. 4/90 - Jan. 11/91 dated Nov. 15, 1990, Nov. 15, 1990

Old Canada Investment Corporation Limited

Shares Purchased for Cancellation, Nov. 13, 1990

Olympia & York First Canadian Place Limited

Audited Annual Financial Statement June 30, 1990
Annual Filing of Reporting Issuer (Form 28) dated Oct. 31, 1990

Omega Hydrocarbons Ltd.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990
News Release - Change of Directors/Officers** dated Nov. 16, 1990, Nov. 16, 1990

Onex Corporation

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Onitap Resources Inc.

News Release - Progress Report, Nov. 14, 1990

Orbit Oil & Gas Ltd.

News Release - Financial Statement/Operating Results, Nov. 21, 1990

Orex Exploration Inc.

News Release - Progress Report, Nov. 14, 1990

Orinoco Tours Limited

Ruling/Order/Reasons dated Nov. 19, 1990

OSC - CTO - Other Jurisdictions

British Columbia - Cease Trade Order
Revoked, Nov. 22, 1990
British Columbia - C.T.O.~Cease Trade Order
Revoked, Nov. 22, 1990
British Columbia - C.T.O.~Cease Trade Order, Nov. 19, 1990
British Columbia Securities ~Cease Trade Order, Nov. 19, 1990
British Columbia - C.T.O.~Cease Trade Order, Nov. 19, 1990
British Columbia - C.T.O.~Cease Trade Order, Nov. 15, 1990

British Columbia - C.T.O.~Cease Trade Order, Nov. 21, 1990

British Columbia - C.T.O.~Cease Trade Order, Nov. 22, 1990

Alberta - C.T.O.~Cease Trade Order, Nov. 22, 1990

Manitoba - C.T.O.~Cease Trade Order, Nov. 20, 1990

Alberta - C.T.O.~Cease Trade Order, Nov. 22, 1990

British Columbia - C.T.O.~Cease Trade Order, Nov. 22, 1990

British Columbia - C.T.O.~Cease Trade Order, Nov. 19, 1990

British Columbia - C.T.O.~Cease Trade Order, Nov. 21, 1990

British Columbia - C.T.O.~Cease Trade Order, Nov. 21, 1990

British Columbia - C.T.O.~Cease Trade Order, Nov. 21, 1990

British Columbia - C.T.O.~Cease Trade Order, Nov. 19, 1990

British Columbia - C.T.O.~Cease Trade Order, Nov. 21, 1990

British Columbia - C.T.O.~Cease Trade Order, Nov. 21, 1990

OSC - National Policy 41 Miscellaneous Documents

News Release - Record Date/Meeting Date, Nov. 13, 1990

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News Release - Record Date/Meeting Date, Nov. 20, 1990

News Release - Record Date/Meeting Date, Nov. 21, 1990

News Release - Record Date/Meeting Date, Nov. 21, 1990

News Release - Record Date/Meeting Date, Nov. 13, 1990

News Release - Record Date/Meeting Date, Nov. 14, 1990

News Release - Record Date/Meeting Date, Nov. 8, 1990

News Release - Record Date/Meeting Date, Nov. 8, 1990

News Release - Record Date/Meeting Date, Nov. 16, 1990

News Release - Record Date/Meeting Date, Nov. 16, 1990

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Record Date/Meeting Date, Nov. 14, 1990

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News Release - Record Date/Meeting Date, Nov. 21, 1990

News Release - Record Date/Meeting Date, Nov. 23, 1990

News Release - Record Date/Meeting Date, Nov. 16, 1990

News Release - Record Date/Meeting Date, Nov. 15, 1990

OSC - Press Release

News Release - C.T.O.~Cease Trade Order, Nov. 21, 1990

News Release - C.T.O.~Cease Trade Order, Nov. 21, 1990

Osler Inc.

OSC Press Release, Nov. 21, 1990

PACCAR Financial Services Ltd.

Interim Financial Statements for 09 mn period ended Sep. 30, 1990

Pacific Gold Corp.

News Release - Assay Results, Nov. 13, 1990
News Release - Progress Report, Nov. 15, 1990

Pacific Houston Resources, Inc.

News Release - C.T.O.~Cease Trade Order,
Nov. 21, 1990

Pacific Northern Gas Ltd.

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

The Pagurian Corporation Limited

News Release - Financial Statement/Operating
Results, Nov. 16, 1990

Paloma Petroleum Ltd.

News Release - Issuer Bid, Nov. 19, 1990

Pamour Inc.

News Release - Change of Directors/Officers**
dated Nov. 21, 1990, Nov. 21, 1990

Pancontinental Oil Ltd.

Annual Report June 30, 1990
Information Circular/Proxy/Notice of
Shareholders' Meeting dated Nov. 5, 1990

Panhandle Eastern Corporation

Form 10Q for 09 mn period ended Sep. 30,
1990

Panthco Resources Inc.

Notice of Intent to Sell Securities (Form 23)
dated Nov. 4, 1990
Notice of Intent to Sell Securities (Form 23)
dated Nov. 1, 1990

Paramount Communications Inc.

Record Date/Meeting Date - Nov. 13/90 - Jan.
18/91 dated Nov. 14, 1990, Nov. 14, 1990

Parkland Industries Ltd.

Interim Financial Statements for 03 mn period
ended Sep. 30, 1990

Parlake Resources Limited

Material Change Report (Form 27) dated Nov.
16, 1990
Letter to Shareholders, Nov. 20, 1990
News Release - Progress Report, Nov. 15, 1990
News Release - Progress Report, Nov. 20, 1990

Pathway Financial Corp.

Audited Annual Financial Statement June 30,
1990

Patricia Silver Mines Limited

News Release - Record Date/Meeting Date,
Nov. 22, 1990
Record Date/Meeting Date -
Dec.17/90-Jan.22/91 dated Nov. 21, 1990,
Nov. 21, 1990

Patriot Energy Company Ltd.

Application Subsection 37(3) dated Nov. 20,
1990

Peat Resources Limited

Ruling/Order/Reasons dated Nov. 19, 1990

Pega Capital Corporation

News Release - Financial Statement/Operating
Results, Nov. 22, 1990

Penn West Petroleum Ltd.

News Release - Financial Statement/Operating
Results, Nov. 20, 1990

Perrex Resources Inc.

Ruling/Order/Reasons dated Nov. 19, 1990

Petrolantic Ltd.

Interim Financial Statements for 06 mn period
ended Sep. 30, 1990

Photo Engravers & Electrotypers Ltd.

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Pines Resort Limited Partnership

Offering Memorandum dated Oct. 26, 1990

Pioneer Lifeco Inc.

Fax Interim Financial Statements for 09 mn
ended Sep. 30, 1990
News Release - Financial Statement/Operating
Results, Nov. 14, 1990

Plasti-Fab Ltd.

News Release - Financial Statement/Operating
Results, Nov. 21, 1990

Platinova Resources Ltd.

News Release - Agreement, Nov. 21, 1990

Playa EL Aqua Hotel Limited Partnership

Ruling/Order/Reasons dated Nov. 19, 1990

Plexus Resources Corporation

Form 20F June 30, 1990

The Poplar Corporation

Report of Acquisition (Reg. S-100) dated Nov.
22, 1990
News Release - Acquisition, Nov. 21, 1990

Prairie Mall Holdings

Manitoba Securities - C.T.O.~Cease Trade
Order, Nov. 14, 1990

Prairie Oil Royalties Company Limited

Form 10Q for 09 mn period ended Sep. 30,
1990
Interim Financial Statements for 09 mn period
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Prenor Financial Ltd.

News Release - Financial Statement/Operating
Results, Nov. 14, 1990

Prenor Group Ltd.

News Release - Financial Statement/Operating
Results, Nov. 19, 1990

Promatek Industries Ltd.

Annual Report June 30, 1990
Information Circular/Proxy/Notice of
Shareholders' Meeting dated Nov. 9, 1990

Pure Gold Resources Inc.

News Release - Progress Report, Nov. 21, 1990

QPX Minerals Inc.

Interim Financial Statements for 06 mn period
ended Sep. 30, 1990

Quail Run Limited Partnership

Ruling/Order/Reasons dated Oct. 29, 1990

Quaker Oats Company ,The

Form 10Q for 03 mn period ended Sep. 30,
1990
News Release - Dividend Announced, Nov. 14,
1990
News Release - Change of Directors/Officers**
dated Nov. 13, 1990, Nov. 13, 1990
News Release - Dividend Announced, Nov. 14,
1990

Quebecor Inc.

Form 10Q for 09 mn period ended June 30,
1990
News Release - Financial Statement/Operating
Results, Nov. 13, 1990

Ram Petroleums Limited

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990
Certificate of Mailing, Nov. 21, 1990

Randers Group Inc.

Form 10Q for 09 mn period ended Sep. 30,
1990

Rayrock Yellowknife Resources Inc.

News Release - Finances/New Financing, Nov.
20, 1990

RBC Dominion Securities Inc.

Application Pursuant to Subsection 73(1) dated
Nov. 19, 1990

Rea Gold Corporation

News Release - Progress Report, Nov. 20, 1990

Reactive Silicate Holdings Inc.

Private Placement (Form 20) dated Oct. 25,
1990

Realcap Holdings Limited

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Realty West Limited Partnership

Private Placement (Form 20) dated Nov. 1,
1990

Redaurum Red Lake Mines Limited

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Redfern Resources Ltd.

News Release - Development~
Land/Project/Product, Nov. 20, 1990

Reed Stenhouse Companies Limited

Form 10Q for 09 mn period ended Sep. 30,
1990

Regal Goldfields Limited

Private Placement (Form 20) dated Oct. 29,
1990

Renabie Gold Mines Limited

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ended Sep. 30, 1990
Certificate of Mailing, Nov. 15, 1990

Reneaux Capital Inc.

Audited Annual Financial Statement June 30,
1990
Interim Financial Statements for 03 mn period
ended Sep. 30, 1990
Information Circular/Proxy/Notice of
Shareholders' Meeting dated Nov. 2, 1990

Rentown Enterprises Inc.

News Release - Progress Report, Nov. 19, 1990
News Release - Progress Report, Nov. 21, 1990

RJK Mineral Corp.

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990
Material Change Report (Form 27) dated Nov.
20, 1990
News Release - Development~
Land/Project/Product, Nov. 20, 1990

Robert Mitchell Inc.

News Release - Financial Statement/Operating
Results, Nov. 20, 1990

Robson Petroleum Ltd.

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Rollins Meadowvale Partnership

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Rollins Welland Partnership

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Roman Corporation Limited

News Release - Finances/New Financing, Nov.
15, 1990

Ronnoco Gold Mines Limited

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Ross Island Resources Inc.

Interim Financial Statements for 03 mn period
ended Aug. 31, 1990

Rothmans Inc.

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Royal Bank of Canada

News Release - Progress Report, Nov. 21, 1990

Royal City Manor Limited Partnership

Private Placement (Form 20) dated Nov. 6,
1990

Royal LePage Limited

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Royal Oak Resources Ltd.

Material Change Report (Form 27) dated Nov.
8, 1990
Amended and Restated Information
Circular/Proxy/Notice of Meeting dated Oct.
29,

Royal Trust Company Mortgage Corporation

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Royal Trust Corporation

News Release - Progress Report, Nov. 23, 1990
News Release - Progress Report, Nov. 22, 1990

Royal Trust Energy Income Fund I

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Royal Trust Energy Income Fund II

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Royal Trustco Limited

Ruling/Order/Reasons dated Nov. 21, 1990

Roycom-Summit Realty Fund

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Roycom-Summit TDF Fund

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

RTEC Explorations And Development Limited Partnership

Ruling/Order/Reasons dated Nov. 2, 1990

Rusty Lake Resources Ltd.

Merger/Amalgamation/Arrangement dated
Nov. 15, 1990

Sage Resources Ltd.

Record Date/Meeting Date - Oct. 15/90 - Nov.
20/90 dated Nov. 15, 1990, Nov. 15, 1990

Sagewood Resources Limited

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Samuel Manu-Tech Inc.

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990
Certificate of Mailing, Nov. 20, 1990

San Paulo Explorations Inc.

Audited Annual Financial Statement June 30,
1990
Audited Annual Financial Statement.(FAX)
June 30, 1990

Sandy Lake Explorations Ltd.

News Release - New Financing, Nov. 7, 1990

Santech Inc.

Annual Filing of Reporting Issuer (Form 28)
dated Nov. 15, 1990

Saratoga Processing Company Limited

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Saskatchewan Oil & Gas Corporation

News Release - Financial Statement/Operating
Results, Nov. 19, 1990

Saskatchewan Trust Company

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Saxon Balanced Fund

Interim Financial Statements for 06 mn period
ended Sep. 28, 1990
Prospectus - Mutual Fund Units dated Nov. 13,
1990, Nov. 13, 1990
Certificate of Mailing, Nov. 14, 1990

Saxon Small Cap

Interim Financial Statements for 06 mn period
ended Sep. 28, 1990
Prospectus - Mutual Fund Units dated Nov. 13,
1990, Nov. 13, 1990
Certificate of Mailing, Nov. 14, 1990

Saxon Stock Fund

Interim Financial Statements for 06 mn period
ended Sep. 28, 1990
Prospectus - Mutual Fund Units dated Nov. 13,
1990, Nov. 13, 1990
Annual Information Form (Mutual Fund) dated
Nov. 13, 1990, Nov. 13, 1990
Certificate of Mailing, Nov. 14, 1990

Saxon World Growth

Interim Financial Statements for 06 mn period
ended Sep. 28, 1990
Prospectus - Mutual Fund Units dated Nov. 13,
1990, Nov. 13, 1990
Certificate of Mailing, Nov. 14, 1990

Scintrex Limited

News Release - Financial Statement/Operating
Results, Nov. 14, 1990

Scurry-Rainbow Oil Limited

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Seabright Explorations Inc.

Annual Report June 30, 1990
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ended Sep. 30, 1990
Information Circular/Proxy/Notice of
Shareholders' Meeting dated Nov. 6, 1990
News Release - Definitive Agreement, Nov. 22,
1990
News Release - Agreement, Nov. 22, 1990

Seagram Company Ltd.

Dividend Notice, Nov. 20, 1990
News Release - Dividend Announced, Nov. 20,
1990

Sears Canada Inc.

Preliminary Prospectus dated Nov. 19, 1990,
Nov. 19, 1990

Security Home Mortgage Investment Corporation

Certificate of Mailing, Nov. 9, 1990

Selena Research Corporation

Audited Annual Financial Statement June 30,
1990
Interim Financial Statements for 12 mn period
ended June 30, 1990

SFP International Ltd.

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Sharpe Energy & Resources Limited

Interim Financial Statements for 09 mn period

ended Sep. 30, 1990

Shaw Cablesystems Ltd.

News Release - Annual Statement, Nov. 20,
1990

Shaw Industries Ltd.

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990
Certificate of Mailing, Nov. 21, 1990

Sheffield Strategic Metals Inc.

News Release - C.T.O.~Cease Trade Order,
Nov. 13, 1990
News Release - Alberta Securities Cease Trade
Order, Nov. 8, 1990

Sherritt Gordon Limited

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990
News Release - Financial Statement/Operating
Results, Nov. 16, 1990

SHL Systemhouse Inc.

News Release - Annual Statement, Nov. 15,
1990

Sikaman Gold Resources Ltd.

Material Change Report (Form 27) dated Nov.
21, 1990
News Release - Development~
Land/Project/Product, Nov. 20, 1990

Silcorp Limited

Fax Amendment to 9 Mn Interim Report ended
Sept. 30/90 Nov. 5, 1990

Simax Oil & Gas Inc.

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Slater Industries Inc.

News Release - Finances/New Financing, Nov.
14, 1990

Socanav Inc.

Record Date/Meeting Date - Dec. 11/90 - Jan.
15/91 dated Nov. 14, 1990, Nov. 14, 1990

SoftKey Software Products Inc.

Material Change Report (Form 27) dated Nov.
21, 1990

Sogepet Limited

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990
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Sonor Investments Limited

Interim Financial Statements for 09 mn period
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Spar Aerospace Limited

News Release - Financial Statement/Operating
Results, Nov. 7, 1990

Sparton Resources Inc.

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Spirit Lake Explorations Limited

News Release - Progress Report, Nov. 21, 1990
Record Date/Meeting Date -
Dec.14/90-Jan.25/91 dated Nov. 9, 1990,
Nov. 9, 1990

St. Clair Paint & Wallpaper Corporation

News Release - Finances/New Financing, Nov.
21, 1990

St. Genevieve Resources Ltd.

News Release - Agreement in Principle, Nov.
22, 1990

St. Martin's (No.1) Limited Partnership

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

St. Martin's (No.2) Limited Partnership

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Stamford Bancorp Inc.

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Standard Trustco Limited

Finance Company Report (Form 29 or
A.C.F.C.) June 30, 1990

Starrex Mining Corporation Ltd.

News Release - Issuer Bid, Nov. 8, 1990

Stratford Software Corporation

Signed Information Circular dated Oct. 11,
1990

Strathearn House Group Limited

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Strathfield Oil & Gas Ltd.

Annual Report June 30, 1990
Information Circular/Proxy/Notice of
Shareholders' Meeting dated Nov. 5, 1990

Summit Gold Mines Inc.

Certificate of Mailing, Nov. 19, 1990

Summit Resources Limited

News Release - Finances/New Financing, Nov.
21, 1990

T.G. Bright & Co. Limited

Certificate of Mailing, Nov. 15, 1990

Tandem Resources Ltd.

Stock Option Notice, Nov. 14, 1990

Tandy Corporation

Form 10Q for 03 mn period ended Sep. 30,
1990

Tarragon Oil and Gas Limited

News Release - Financial Statement/Operating
Results, Nov. 20, 1990

Taurus Footwear Inc.

News Release - Progress Report, Nov. 20, 1990

Teck Corporation

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990
Certificate of Mailing, Nov. 22, 1990
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Tecumseh Gas Storage Limited

Interim Financial Statements for 06 mn period
ended Sep. 30, 1990

Teeshin Resources Ltd.

News Release - Assay Results, Nov. 20, 1990

Tejas Petroleum Resources Ltd.

Interim Financial Statements for 03 mn period
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Tele-Radio Systems Limited

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Tembec Inc.

Record Date/Meeting Date - Dec. 18/90 - Jan.
24/91 dated Nov. 21, 1990, Nov. 21, 1990

Terra Mines Ltd.

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990
Information Circular/Proxy/Notice of
Shareholders' Meeting dated Nov. 7, 1990

Texaco Canada Petroleum Inc.

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Thistle Explorations Ltd.

News Release - Acquisition, Nov. 20, 1990

TIE/Telecommunications Canada Limited

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990
News Release - Financial Statement/Operating
Results, Nov. 19, 1990

Timken Company

Form 10Q for 09 mn period ended Sep. 30,
1990

Timmins Nickel Inc.

Interim Financial Statements for 03 mn period
ended Aug. 31, 1990

Titan Empire Inc.

Material Change Report (Form 27) dated Nov.
19, 1990
News Release - Acquisition, Nov. 19, 1990
News Release - Acquisition, Nov. 19, 1990

Toburn Gold Mines Ltd.

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1990

Total Petroleum (North America) Ltd.

News Release - Progress Report, Nov. 14, 1990
News Release - Progress Report, Nov. 14, 1990
Certificate of Mailing, Nov. 14, 1990

Trac Industries Inc.

Audited Annual Financial Statement June 30,
1990
News Release - Financial Statement/Operating
Results, Nov. 19, 1990

Trader Resource Corp.

News Release - Development~
Land/Project/Product, Nov. 20, 1990

Trans Mountain Pipe Line Company Limited

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TransAlta Utilities Corporation

News Release - Financial Statement/Operating
Results, Nov. 21, 1990

TransCanada PipeLines Limited

Interim Financial Statements for 09 mn period
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15, 1990
Preliminary Prospectus dated Nov. 19, 1990,
Nov. 19, 1990
News Release - Progress Report, Nov. 15, 1990

Transit Financial Holdings Inc.

Interim Financial Statements for 09 mn period
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Transpacific Resources Inc.

Interim Financial Statements for 09 mn period
ended Sep. 30, 1990

Tridel Enterprises Inc.

News Release - Progress Report, Nov. 21, 1990

Trimac Limited

Interim Financial Statements for 09 mn period
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Notice of Intent to Sell Securities (Form 23)
dated Nov. 9, 1990

Truscan Realty Limited

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Tuckahoe Financial Corporation

Employee Stock Option Plan, Nov. 22, 1990

Tudor Corporation Ltd.

Annual Report June 30, 1990
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Shareholders' Meeting dated Nov. 8, 1990

Tut Enterprises Inc.

Audited Annual Financial Statement June 30,
1990

Twin Gold Mines Ltd.

Audited Annual Financial Statement June 30,
1990
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New Issues and Secondary Financings

MATERIAL FOR THIS CHAPTER BEGINS ON THE NEXT PAGE

11.1 FINAL RECEIPT ISSUED - PROSPECTUSES

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Journey's End St. John's Hotel Limited Partnership	Prosp. Nov 26/90 Receipt Nov 27/90	1,190 Class B limited partnership units	\$5,000 per Class B limited partnership unit	before deducting expenses of issue: \$5,474,000	Midland Walwyn Capital Inc. (U)	Journey's End Motel Incorporated
Mountain Beaver Resources Ltd.	Prosp. Nov 21/90 Receipt Nov 23/90	2,700,000 units on a primary basis. Each unit consists of one common share and one warrant to purchase one common share at an exercise price of \$0.43, exercisable for a three month period commencing on November 21, 1991 and expiring on February 20, 1992. 430,000 common shares on a secondary basis	Primary \$0.45 per unit Secondary \$0.43 per common share	\$810,000	Marchmont & Mackay Limited (U) - with respect to primary offering (D) - with respect to secondary offering	Bonclau Holdings Inc. Turtle Creek Petroleum Corporation Moil Holdings Inc.
Trilogy Resource Corporation	Prosp. Nov 23/90 Receipt Nov 27/90	9,000,000 units each consisting of 1 common share and 1 common share purchase warrant, to be issued pursuant to exercise of previously issued special warrants without additional consideration	per special warrant: \$1.25	of special warrants before deducting expenses of issue: 10,800,000	Nesbitt Thomson Deacon Inc. BBN James Capel Inc. Goepel, Shields & Partners, Inc. (U)	---

11.2 FINAL RECEIPT ISSUED - SHORT FORM PROSPECTUSES

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
BC Gas Inc.	Short Form Prosp. Nov 21/90 Receipt Nov 22/90	\$75,000,000 11.80% Series A Purchase Money Mortgages due Sept. 30, 2000	100%	before deducting expenses of issue: \$74,437,500	RBC Dominion Securities Inc. Burns Fry Limited ScotiaMcLeod Inc. Gordon Capital Corporation	---

11.2 FINAL RECEIPT ISSUED - SHORT FORM PROSPECTUSES (continued)

ISSUER	DATE	NUMBER AND DESCRIPTION OF SECURITY	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Consumers' Gas Company Ltd., The	Short Form Prosp. Nov 21/90 Receipt Nov 22/90	\$150,000,000 11.95% debentures unsecured and redeemable	99.70% and accrued interest, if any, to date of delivery	\$148,200,000	Richardson Greenshields of Canada Limited Trilon Securities Corporation	---
Household Financial Corporation Limited	Short Form Prosp. Nov 21/90 Receipt Nov 22/90	aggregate principal amount of medium term notes not to exceed \$200,000,000	determined at date of issue	---	RBC Dominion Securities Inc. Wood Gundy Inc. ScotiaMcLeod Inc. (U)	---
Sears Canada Inc.	Short Form Prosp. Nov 27/90 National Policy No. 1 Receipt Nov 27/90	\$100,000,000 11.75% debentures due December 5, 1995	100%	before deducting expenses of issue: \$99,375,000	RBC Dominion Securities Inc. Wood Gundy Inc. ScotiaMcLeod Inc. (U)	---
TransCanada Pipelines	Prosp. Nov 26/90 Receipt Nov 27/90	\$150,000,000 11.65% debentures, Series T due November 20, 2000. \$100,000,000 11.80% debentures, Series V due November 20, 2020	100 97.75	\$245,725,000	Nesbitt Thompson Deacon Inc. RBC Dominion Securities Inc. ScotiaMcLeod Inc. Wood Gundy Inc. Burns Fry Limited	---

11.3 FINAL RECEIPT ISSUED - SIMPLIFIED PROSPECTUS AND A.I.F.

ISSUER	DATE	DESCRIPTION OF SECURITY	NUMBER AND	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Fidelity Capital Builder Fund	Nov 19/90	unlimited mutual fund units	NAV		---	Fidelity Investments Canada Limited (D)	Fidelity Investments Canada Limited
Fidelity Capital Balanced Fund	Nov 27/90						
Fidelity Capital Conservation Fund							
Fidelity International Portfolio Fund							

11.4 PRELIMINARY RECEIPT ISSUED - PROSPECTUS

ISSUER	DATE	DESCRIPTION OF SECURITY	NUMBER AND	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Bradley Gardens Associates Yorkminster Realty Ltd.	Prel. Prosp. Nov 23/90 Receipt Nov 26/90	32 units		\$129,900 per unit	---	Uvesco Securities Inc. (U)	---

11.5 PRELIMINARY RECEIPT ISSUED - SIMPLIFIED PROSPECTUS AND A.I.F.

ISSUER	DATE	DESCRIPTION OF SECURITY	NUMBER AND	PRICE	NET PROCEEDS	UNDERWRITERS (U) DISTRIBUTORS (D)	PROMOTER
Industrial Short-Term Securities Fund (National Issue - Ontario)	Prel. Prosp. Nov 21/90 Receipt Nov 22/90	mutual fund units	NAV		---	Mackenzie Financial Corporation (D)	---

Chapter 12

Registrations

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

Other Information

25.1 STATISTICS OF FILINGS

25.1.1 STATISTICS OF FILING FOR OCTOBER, 1990

STATISTICS OF FILINGS - 1989 - 1990

Comparative monthly and cumulative dollar value of financial filings accepted October, 1990

(in \$000's)

PROSPECTUSES (INCL. SHORT FORMS)	MONTH				1989		1990		CUMULATIVE - Seven Months		1990	
	EQUITY	DEBT	EQUITY	DEBT	EQUITY	DEBT	EQUITY	DEBT	EQUITY	DEBT	EQUITY	DEBT
Film	0	0	7,460	0	0	0	1,174,800	0	7,460	0	7,460	0
Bank	0	0	0	0	0	0	328,500	0	0	0	0	775,000
Trust Company	0	0	0	0	0	0	54,000	0	0	0	0	275,000
Finance	0	0	0	0	0	0	4,072,213	0	15,000	0	15,000	150,000
Industrial	448,264	340,000	32,550	280,000	0	0	0	3,077,000	3,112,976	2,537,284	3,112,976	2,537,284
Non-Redeemable Fund	0	0	0	0	0	0	0	0	0	0	0	0
Natural Resource - Mining	3,570	0	0	0	0	0	43,228	0	20,004	0	20,004	0
: Junior	30,000	0	0	0	0	0	252,650	0	230,944	0	230,944	0
: Other	0	0	40,709	0	0	0	3,656	0	0	0	0	0
- Oil & Gas	9,140	75,000	223,685	0	0	0	396,715	75,000	406,370	0	406,370	0
: Junior	0	0	0	0	0	0	17,490	0	9,725	0	9,725	0
: Other	0	0	0	0	0	0	0	0	14,941	0	14,941	0
S.B.D.C.	0	0	43,485	0	0	0	158,790	155,000	312,384	0	312,384	0
Miscellaneous	32,566	0	0	0	0	0	0	0	0	54,600	0	54,600
Real Estate Project	0	0	0	0	0	0	0	0	0	0	0	0
Derivative Products	0	0	0	0	0	0	0	0	0	0	0	0
Sub Total	523,540	415,000	347,889	355,000	6,502,042	4,332,000	4,129,804	3,791,884	4,129,804	3,791,884	4,129,804	3,791,884
EXCHANGE OFFERING PROSPECTUSES												
Industrial	0	0	0	0	0	0	0	0	0	0	0	0
Natural Resource - Mining	0	0	0	0	0	0	980	0	0	0	0	0
: Junior	0	0	0	0	0	0	0	0	0	0	0	0
: Other	0	0	0	0	0	0	0	0	0	0	0	0
- Oil & Gas	0	0	0	0	0	0	0	0	0	0	0	0
: Junior	0	0	0	0	0	0	0	0	0	0	0	0
: Other	0	0	0	0	0	0	0	0	0	0	0	0
Sub Total	0	0	0	0	980	0	0	0	0	0	0	0
EXEMPT FINANCINGS												
Form 20	678,899	390,503	196,276	594,434	5,252,498	3,430,307	2,796,126	1,783,355	2,796,126	1,783,355	2,796,126	1,783,355
TOTAL	1,202,439	805,503	544,165	949,434	11,755,520	7,762,307	6,925,930	5,575,239	6,925,930	5,575,239	6,925,930	5,575,239
*Short Forms incl. above	397,014	390,000	145,000	355,000	4,316,789	3,975,000	1,924,873	3,751,884	1,924,873	3,751,884	1,924,873	3,751,884
Form 21	1,050	0	55	0	19,975	350	6,586	5,459	6,586	5,459	6,586	5,459

25.2 TRANSFER WITHIN ESCROW

Company Name	Date	From	To	No. of Shares
BOCHAWNA COPPER MINES LIMITED	25/OCT/90	Mrs. Eliza J. Boland	Arthur N. Wright	225,000
		Mrs. Muriel P. Boland	Arthur N. Wright	112,500

25.3 RELEASE FROM ESCROW

Company Name	Date	Number and Type of Shares	Additional Information
VICTORIA GRAPHITE INC.	23/NOV/90	649,074 common shares	---

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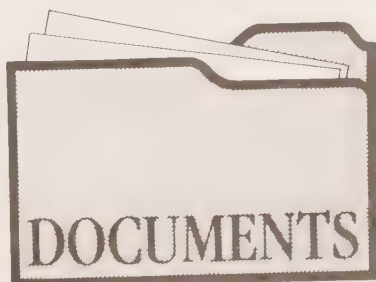
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